

# Constitution of Red Angus Society Australia Inc.

*As amended 28<sup>th</sup> April 2024*

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**THE RED ANGUS SOCIETY OF AUSTRALIA INC.**

**1. CONSTITUTION AND RULES**

- 1.1** The Constitution and the Regulations hereinafter contained shall take effect as at and from the 19<sup>th</sup> August, 1970 providing, they do not conflict with the laws governing the States or the Commonwealth of Australia at any time.
- 1.2** The name of the Society shall be the “Red Angus Society of Australia Inc.”.

**2. OBJECTS**

The objects of the Society are: -

- 2.1** To maintain the purity and promote the improvement and popularity of Red Angus cattle in Australia Inc.;
- 2.2** To collect, verify and publish information relating to Red Angus cattle and promote the use of accurate animal performance recording and technologies which enhance the breed.
- 2.3** To compile, print and publish at intervals a herd book of Red Angus cattle;
- 2.4** To establish and maintain true and accurate pedigrees where the registered pedigrees of Red Angus Cattle are kept.
- 2.5** To hold shows or exhibitions or sales of Red Angus cattle, and to offer prizes in respect of competitions between Red Angus cattle, or between Red Angus cattle and cattle of other breeds or cross breeds;
- 2.6** To promote in any way whatsoever the interests of breeders of Red Angus cattle;
- 2.7** To accept any gift or devise or money or of any real or personal property, whether subject to any special trust or not, for anyone or more of the objects of the Society;
- 2.8** To print and/or publish to make contributions to any newspapers, periodicals, books or leaflets and to publish, whether in print, type, broadcast or otherwise howsoever, any information which the Society may think desirable for the promotion of its objectives;
- 2.9** To establish relations with societies having similar objects and with such societies formed to promote the welfare of other breeds or of breeders of other cattle and to encourage exchanges with any such societies and in particular with societies for the promotion of the welfare of Red Angus cattle in Great Britain, New Zealand, or in any other country;
- 2.10** To support and assist in the progress and development of any agricultural show, and in particular the Royal Shows of the various States of the Commonwealth, and to promote competitions and to award prizes or to make contributions for that purpose;
- 2.11** To prepare and maintain a list of persons competent to act at shows as judges or inspectors of Red Angus cattle;
- 2.12** To open and maintain a banking account and to operate or allow the same to be operated in such manner as the Society shall determine;
- 2.13** To sell, improve, dispose of or otherwise deal with all or any part of the property and rights of the Society;
- 2.14** To register brands of all descriptions and copyrights for the use of the Society or of its members;

- 2.15 To adopt such means of making known the objects and benefits of the Society as may seem expedient, and to further otherwise the interests of members by advertising in the press, by circulars, by publications of books and periodicals, by broadcasting, by granting prizes, rewards and donations and by other means;
- 2.16 To promote the establishment of state promotional groups of the Society or any other promotional states or groups as approved by Council from time to time.
- 2.17 To do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them or any such other acts, deeds and things that might be conducive to the progress and welfare of the Society and its members.

### 3. INCOME AND PROPERTY

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as herein set forth, and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or to any member of the Society in return for any service actually rendered to the Society; nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers on overdrawn accounts or reasonable and proper rent for premises demised or let by a member of the Society; nor be deemed to exclude any member of the Society from the benefits of any grant in furtherance of any of the objects of the Society; nor prevent the gratuitous distribution among or sale at a discount to members of any books or other publications, whether published by the Society or otherwise, relating to all or any of its objects as above set forth; nor prevent any member who may be a successful exhibitor at any exhibition or show held or promoted by the Society or any branch thereof, or to the cost of establishing or holding which the Society may have subscribed out of its income or property, from receiving as such exhibitor any price, medal or other recognition which may under the regulations affecting the said exhibition or show be awarded to him but so that no member of the Council shall be appointed to any salaried office of the Society, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council, without the prior approval of the members in Annual General Meeting, except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, and gratuitous distribution or sale at a discount of any books or other publications whether published by the Society or otherwise relating to all or any of this objects as above set forth, and any prize, medal or other recognition as aforesaid.

### 4. DISSOLUTION OF THE SOCIETY

If upon the dissolution of the Society there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its and their income and property among its or their members to an extent as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institutions or institution to be determined by the members of the Society at or before the time of dissolution, or in default thereof by such judge of the Supreme Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

### 5. MEMBERS LIABILITY

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of winding up the Society is limited to the amount if any, unpaid by the member in respect of membership of the Society.

### 6. DEFINITIONS

In the Constitution and in the Regulations of the Society:

- 6.1 "Animal" includes, male, female and neuter gender;

- 6.2 **Chairperson**, of a general meeting or a committee meeting, means the person chairing the meeting as required under rule 28
- 6.3 **Committee** means the Committee having management of the business of the society.
- 6.4 **Committee meeting** means a meeting of the committee elected or appointed under rule 27
- 6.5 **Disciplinary appeals meeting** means a meeting of the members under rule 15.8
- 6.6 **Disciplinary meeting** means a meeting of the committee convened for the purpose of rule 15.7
- 6.7 **Disciplinary subcommittee** means the subcommittee appointed under rule 15.5
- 6.8 **Singular** includes plural and vice versa, except where the context signifies otherwise:
- 6.9 **Member** means a person or persons or the firm or the company registered in the records of the Society as a member of the Society;
- 6.10 **Junior Member** means a member referred to in rule 7.6 (c)
- 6.11 **Commercial Member** means a member referred to in rule 7.6 (b)
- 6.12 **Member entitled to vote** means a member who under rule 7.6 (a) or rule 7.6 (e) is entitled to vote at a general meeting.
- 6.13 **Society** means The Red Angus Beef Cattle Society of Australia Incorporated;
- 6.14 **Special Resolution** means a resolution that requires more than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favor of the resolution.
- 6.15 **Council** means the Council of the Society;
- 6.16 **Officers** includes the President, Vice-President, Councilors, Secretary, Treasurer and Auditor;
- 6.17 **Writing** includes typing, printing, duplication, email and other means of producing words in visible form;
- 6.18 **Person** includes company, firm or institution;
- 6.19 **Financial Member** means a member of the Society who shall not be in default in the payment of any subscription or of any fees payable by him in accordance with the regulations of the Society;
- 6.20 **The Rules** means the Rules as from time to time amended;
- 6.21 **The Regulations** means the Regulations made or deemed to have been made by the Council pursuant to the Rules as from time to time in force;
- 6.22 **The Members** of a State means the members of the Society resident in that State and the members of the State of South Australia shall include the members resident in the Northern Territory and the members of the State of New South Wales shall include the members resident in the Australian Capital Territory.
- 6.23 **The Constitution** means the Rules and Regulations of the Society;
- 6.24 **Herd Book** means the register of pedigrees kept by the Council.

6.25 **Gender:** Any gender includes all other genders

6.26 **Act:** Association Incorporation Act (NSW)

## 7. MEMBERSHIP

7.1 Membership of the Society shall comprise such persons and such categories of membership as may be determined from time to time by the Council of the Society and include the following: -

7.1.1 Persons who were members of the Society as at 1<sup>st</sup> May 1970.

7.1.2 Other persons as may be admitted to membership from time to time by the Council in accordance with the Constitution;

7.2 Any person may be admitted to membership of the Society by the Council upon application for membership being duly made in writing by such person.

7.3 An application for membership shall be in such form as may from time to time be prescribed by the Council. The Council may refuse an application without assigning any reason therefor.

7.4 A register of members shall be kept by the Council, in which the name and address of every member shall be recorded, and such register shall be kept at the office of the Society and shall be available to members for inspection at all reasonable times. Each member shall notify the Secretary of any change of address, and every such change shall be recorded in the register.

7.5 **Minimum Number of Members** The society must have at least 5 members

### 7.6 Application for Membership

There shall be (5) classes of membership: -

- (a) Full member: Always that, in the case of a company or partnership, a natural person shall be nominated as the person to have voting rights on behalf of that company or partnership (hereinafter referred to as the Nominated Voter). For the avoidance of doubt, The Nominated Voter, shall be the only person eligible to vote on behalf of that company or partnership at a general meeting.
- (b) Commercial Member: A natural person, organisation, Society or Club
- (c) Associate Member: A natural person, organisation, Society or Club
- (d) Junior Member: A natural person who is under the age of twenty-five (25) and has less than ten (10) registered females under their prefix.
- (e) Life Member: A natural person who Council determines is worthy of a life membership. A life member has the same rights and privileges under these rules as a Full Member.

### 7.7 New Membership

- (1) As soon as is practicable after the receipt of an application, the secretary shall refer to the application to the Council.
- (2) Upon an application being referred to the council, the council shall determine whether to approve or to reject the application.
- (3) Upon an application being approved by Council, the secretary shall notify the applicant in writing that he/she is approved for membership of the society.
- (4) The secretary shall, upon payment of the amounts referred to in sub -clause 7.8 (2) within the period referred to the sub-clause enter the applicants name in the register of members kept by the society, upon the name being so entered the applicant becomes a member of the society.
- (5) Shall terminate upon the cessation of their membership whether such occurs by death, resignation or otherwise.

- (6) A company or partnership may from time to time cancel the appointment of the Nominated Voter and name another natural person as the Nominated Voter of the company or partnership by writing to the secretary of the Society.
- (7) Upon the death of one member of a partnership which is a member of the Society, the other member or members of the said partnership shall remain as a member of the society.

## 7.8 Annual Subscriptions and fee on Joining

- (1) The initial subscribed entrance fee for membership for all the different levels is as per the Society fee schedule. The Council may from time to time vary annual subscriptions as it sees fit.
- (2) All subscriptions shall be due annually in January every year
- (3) The council may from time to time impose additional fees by the way of levies on various categories of members as the council sees fit.

## 7.9 General right of a members

### **(1) A member of the society who is entitled to vote has the right –**

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Society
- (f) to inspect the register of members

### **(2) A member is entitled to vote if provided-**

- (a) the member is a Full Financial member under rule 7.6 (a) (including a Nominated Voter), or a Life Member under rule 7.6 (e), excluding a Commercial, Associate or Junior Member; and
- (b) more than 30 business days (in New South Wales) have passed since he or she became a member of the Society; and
- (c) the member's membership rights are not suspended for any reason
- (d) the nominated voter of the family

### **Junior Members of the society include-**

- (a) any members under the age of 25 years; and
  - (b) any other category of members as determined by special resolution at a general meeting
- A Junior member must not vote but may have other rights as determined by the committee or by resolution at a general meeting.

**The rights of a member are not transferable and end when membership ceases.**

## 7.10 Register of Members

1. The secretary must keep and maintain a register of members that includes-
  - (a) for each current member-
    - (i) The current members name
    - (ii) The address for notice last given by the member
    - (iii) The date of becoming a member
    - (iv) Class of membership;
    - (v) Any other information determined by the committee; and
  - (b) for each former member; the date of ceasing to be a member;
2. Any member may, at a reasonable time and free of charge, inspect the register of members.

*Note: Under section 59 of the Association Incorporation Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Associations Incorporation Act (NSW) provides that it is an offence to make improper use of information about a person obtained from the Register of Members.*

## **8. SUBSCRIPTIONS**

Every member (not being on Honorary Member) of the Society shall, in respect of each financial year of the Society, pay such subscription as the Society in general meeting may from time to time determine, provided always that the Council may in such circumstances as it thinks fit make a reduction or allowance to any member in respect of the subscription payable to him.

## **9. COMMERCIAL / ASSOCIATE MEMBERS**

**9.1** The Council may admit as Commercial/Associate Members of the Society persons who do not desire to be or become full Members of the Society provided that any meeting of the Society and (except as otherwise from time to time prescribed by regulation) shall not be entitled to other privileges of membership. Commercial/Associate Members upon admission to Commercial/Associate Membership pay such entrance fee (if any) and thereafter pay such annual subscription as shall from time to time be prescribed by regulation. A Commercial/Associate Member shall not be entitled to vote.

**9.2** The privileges of a Commercial Member shall be: -

**9.2.1** The right to attend all functions of the Society but without the right to vote at meetings.

**9.2.2** The right to transfer cattle at the price available to full members.

**9.2.3** If females that are to be transferred have lapsed their inventory, then inventory will be backdated and due before transfer.

## **10. ENTRANCE FEES**

Every applicant for full membership shall, upon being admitted as a member, pay to the Society an entrance fee, as from time to time determined by the Council.

## **11. UNPAID ENTRANCE FEE AND MEMBERSHIP SUBSCRIPTION**

If a member fails to pay their entrance fee or to pay their annual subscription within thirty days of such fee or subscription becoming due: -

**11.1** He shall not during the period of any such default be entitled to enjoy or exercise any of the privileges of membership;

**11.2** The Council may call upon him by notice (in accordance with Rule 49) to pay the same in full on or before a date to be specified in the notice (not being earlier than thirty days of the giving of such notice) and if the member shall fail to make good his default by payment of the amount owing in full the Council may:-

**11.2.1** By notice as aforesaid to that effect forthwith terminate his membership and/or

**11.2.2** Cancel any or all entries in the Herd Book of animals of which he is the recorded owner.



## **12. ELECTION OF HONORARY LIFE MEMBER**

The Council may elect as an Honorary Life Member of the Society any person who, in the opinion of the Council, is considered to have advanced the interests of the breed.

## **13. PATRON**

Any person who in the opinion of the Council has rendered special service to the Society may by a resolution of the Council carried by a majority representing three-quarters of the members of the Council be appointed a patron of the Society.

## **14. CEASE TO BE A MEMBER**

A member shall: -

### **14.1 Cease to be a member of the Society:**

**14.1.1** If he/she shall resign by notice in writing to the Secretary to that effect;  
Any member who resigns will not be entitled to a refund of any membership fee either in full or pro-rata.

**14.2** A member is taken to have resigned if-

**14.2.1** If he/she shall die, or being a company shall go into liquidation, or being a firm shall dissolve;

**14.2.2** If he/she shall not have paid their subscription within three months after a written request by the Secretary, to confirm that he or she wishes to remain a member the Council shall resolve that such person be no longer a member of the Society;

**14.2.3** The member has not within 3 months after receiving that request confirmed in writing that he or she wishes to remain a member.

**14.2.4** If, pursuant to a resolution passed unanimously at a meeting of the Council at which all members entitled to be present and to vote are present in person, he/she be requested in writing to resign, and if he shall not have resigned at or before the expiration of thirty days from the posting of such notice;

**14.3** Provided that the Estate of a deceased member may be its personal representative(s) and a company in liquidation may by its liquidator(s) continue as a member of the Society if notice in writing to that effect shall be given by the personal representative(s) or the liquidator(s) as the case may be, to the Secretary;

**14.3.1** Being a firm shall not cease to be a member by reason only of any change in the constitution of the firm.

## **15. CONDUCT OF MEMBERS**

**15.1** Each member shall strictly observe and act in conformity with and not otherwise than in accordance with the Constitution and the Regulations for the time being of the Society. Any member guilty of a breach of this clause may be called upon by the Council to resign his membership.

**15.2** No member or registered owner shall exhibit a registered animal in any show or exhibition or advertise any animal in any paper, periodical or pamphlet under any but its registered name (including prefix) or as having any tattoo or brand other than its registered mark and brand.

**15.3 Disciplinary action applies to all members representing the Red Angus Society including staff/council members and individuals acting in a voluntary capacity for the society.**

**15.4 Disciplinary action may be taken against any member including staff/Council members who are found to have repeated and unreasonable behavior towards staff/council or another member of the society**

- 1. Abusive, insulting or offense language or comments**
- 2. Unjustified criticism or complaints**
- 3. Spreading misinformation or malicious rumours**

The society may take disciplinary action against a member in accordance with these rules if it determined that the member-

- (a) Has failed to comply with these rules; or
- (b) Refuses to support the purpose of the society; or
- (c) Has engaged in conduct prejudicial to the society.

### **15.5 Disciplinary Subcommittee**

- (1) If the committee is satisfied that there are sufficient grounds for taking disciplinary action against the member, the committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member,
- (2) The members of the disciplinary subcommittee-
  - (a) May be Committee members, members of the Association or anyone else; but
  - (b) Must not have a conflict of interest with respect to the matter or member concerned, be biased against, or in favor of, the member concerned.

### **15.6 Notice to Member**

- (1) Before disciplinary action is taken against a member the Secretary must give written notice to the member-
  - (a) Stating that the society proposes to take disciplinary action against the member; and
  - (b) Stating the grounds for the proposed disciplinary action; and
  - (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action; and
  - (d) Advising the member that he or she may do one or both of the following-
    - (i) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting.
    - (ii) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) Setting out the members appeal rights under rule 15.8
- (2) The notice must be given no earlier than 28 days and no later than 14 days before the disciplinary meeting is held.

### **15.7 Decision of Disciplinary Subcommittee**

- (1) At the disciplinary meeting' the disciplinary subcommittee must –
  - (a) Give the member an opportunity to be heard; and
  - (b) Consider any written statement submitted by the member.
- (2) After complying with sub rule (1) the disciplinary subcommittee may –
  - (a) Take no further action against the member; or
  - (b) Subject to sub rule (3) –
    - (i) Reprimand the member; or
    - (ii) Suspend the membership rights of the member for a specified period; or
    - (iii) Expel the member from the society.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote has passed.

## 15.8 Appeal Rights

- (1) A person whose membership rights have been suspended or who has been expelled from the society under rule 15.7 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given –
  - (a) To the disciplinary subcommittee immediately after the decision to suspend or expel the person is taken; or
  - (b) To the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2) a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given meeting must be given to each member of the society who is entitled to vote as soon as practicable and must –
  - (a) Specify the date, time and place of the meeting at least 21 days prior to the meeting; and
  - (b) State –
    - (i) The name of the person against whom the disciplinary action has taken; and
    - (ii) The grounds for taking that action; and Disciplinary sub-committee’s decisions/recommendations
    - (iii) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 15.9 Conduct of Disciplinary Appeal Meeting

- (1) At a disciplinary appeal meeting –
  - (a) No business other than the question of appeal may be conducted; and
  - (b) The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) The person whose membership has been suspended or who has been expelled must be given the opportunity to be heard.
- (2) After complying with sub rule (1) the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if more than 75% of the members voting at the meeting vote in favor of the decision.

## 16. GRIEVANCE PROCEDURES

- (1) The grievance procedure set out in the following rules applies to disputes between-
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of disciplinary procedure until the disciplinary procedure has been completed.

### 16.1 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### 16.2 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the required time required by rule 12.1, the parties must within 10 days-
  - (a) Notify the Committee of the dispute; and
  - (b) Agree to or request the appointment of a mediator; and

- (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be-
  - (a) A person chosen by agreement between the parties; or
  - (b) In the absence of agreement
    - (i) If the dispute is between a member and another member - a person appointed by the Committee; The cost is to be met by the member lodging the action or
    - (ii) if the dispute is between a member and the Committee or the Society – a person appointed or employed by the Dispute Settle Centre of NSW. The cost is to be met by the person lodging the action.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case, must not be a person who-
  - (a) Has a personal interest in the dispute; or
  - (b) Is biased in favour of or against any party.

### **16.3 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation must-
  - (a) Give each party every opportunity to be heard; and
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - (c) The mediator must not determine the dispute

### **16.4 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Association Incorporation Act (NSW) or otherwise the law.

## **17. ADMINISTRATION**

**17.1** The Council of the Society shall be constituted as follows: -

**17.1.1** There shall be a Council of eight members elected by the members by postal ballot or electronic ballot and announced at the Annual General Meeting. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation. Four Council members shall retire at each Annual General Meeting. The members to retire shall be the members of Council longest in office from their last election or appointment and in line with clause **17.1.2**. As between 2 or more members of Council who have been in office an equal length of time the member to retire shall in default of agreement be decided by lot. Each state shall be represented by at least one member of Council who must reside in the state represented. In the event that there is only one candidate standing in the State that they are representing they will be automatically be elected into Council. In the event there is no candidate for Council representing a particular state then such vacant position on Council shall be filled without regard to any State's representation by any other candidate duly nominated and elected.

**17.1.2** Councillors may serve for a maximum of 10 consecutive years on Council, with a minimum of a two year break.

**17.2** A person is eligible for election as an Officer of the Society provided that person:

- (a) Is a member (including a Nominated Voter) entitled to vote under rule 7.9(2);
- (b) The Society their signed, written consent to act as an Officer of the Society;
- (c) Is not ineligible to be, or disqualified from being, an Officer under any applicable law; and
- (d) Owns solely or partly, no less than five (5) head of active Herd Book Registered Red Angus Females.

## **18. CONVENING MEETINGS AND CONDUCT OF AND VOTING**

The Rules applying to the convening and conduct of and voting at general meetings of the Society shall apply by changing those things which need to be changed to the convening and conduct of and voting at general meetings of members of the State.

## **19. OFFICE OF COUNCILLOR**

A Councillor shall cease to hold office if: -

**19.1** They shall cease to be a member of the Society;

**19.2** They shall by notice in writing to that effect given to the Secretary resign his office.

## **20. COUNCILLORS' PERIOD OF OFFICE**

Each Councillor elected by postal vote, shall hold office in accordance with these Rules.

## **21. ELECTION OF OFFICE-BEARERS**

The Council shall elect annually a President, and a Vice-President from amongst its members and shall elect an Honorary Treasurer (from amongst the members of the Society) who shall ex officio become a member of the Council Period of Office

The President, the Vice-President and the Honorary Treasurer shall respectively hold office until the commencement of the first meeting of the Council held after the Annual General Meeting of the Society next following their election but subject to Clauses 17(b) and 19, they shall be eligible for re-election.

Except as otherwise may be determined by unanimous resolution of the Council in any particular case the office of President shall not be occupied by the same person for more than three consecutive years.

## **22. POWER TO FILL VACANCIES**

The Council may from time to time appoint a President, Vice-President or an ordinary member of the Council to fill any vacancy, and any such appointee shall hold office until the next ensuing Annual General Meeting of the Society.

## **23. COMMITTEES**

**23.1** The Council may appoint such Committees, comprising any two or more members of the Society, for any purpose which the Council thinks fit, and each Committee shall carry out such functions and exercise such powers as the Council may prescribe provided that the Council may at any time revoke any appointment or any authority so made or given, and may disband any Committee by notice to that effect.

**23.2** State Promotional Groups: -

**23.2.1** The Council may establish a State Promotional Group in any State if so, requested by voting members in that State.

**23.2.2** The State Promotional Group shall be governed by the Rules contained in this Constitution.

## **24. ACTS OF COUNCIL AND OF COMMITTEE**

All acts done at any meeting of the Council or of a Committee shall not withstanding that it be afterwards discovered that there was some defect in the appointment of the Council or Committee, be as valid if the Council or Committee has been duly qualified and appointed.

## **25. RULING OF CHAIRMAN**

The ruling of the Chairman of a meeting shall be final in all matters of order and practice.

## **26. POWERS OF THE COUNCIL**

Subject to the Constitution of the Society and to such directions as may from time to time be given by the Society in general meeting, the management of the business and the control of the Society's finances and affairs shall be vested in the Council, which may exercise all such powers and do all such things as may be exercised or done by the Society and as are hereby expressly directed or required to be exercised or done by the Society, in general meeting.

## **27. MEETINGS OF THE COUNCIL**

The Council may meet, adjourn and regulate its proceedings when and, as it thinks fit. Questions arising at any meeting other than questions of order shall be decided by a majority of votes. In case of equality of voting, the Chairman for the time being shall have a second or casting vote.

## **28. CHAIRMAN OF MEETING**

The President, or failing him, the Vice-President, or failing him an ordinary Councilor appointed for the purpose by the meeting shall preside as Chairman at each meeting of the Council.

## **29. QUORUM AT COUNCIL MEETING**

The quorum for a meeting of the Council shall be five members present in person.

## **30. SECRETARY**

**30.1** There shall be a Secretary of the Society, who shall be appointed by the Council and be the corresponding and recording officer of the Society and who shall give and to whom shall be given all notices on behalf of the Society and who shall, subject to the directions of the Council, be entrusted with and carry out the administrative functions of the Society.

**30.2** The Secretary shall be paid such remuneration as the Council shall determine, and be employed for such term and upon such conditions as the Council may determine.

## **31. MEETINGS OF THE SOCIETY**

An ordinary general meeting of the members of the Society shall be held every twelve months at such place, as the President shall in each year determine.

## **32. EXTRAORDINARY GENERAL MEETING**

- (1) Any general meeting of the society, other than an annual general meeting or a disciplinary appeal meeting, is an extraordinary general meeting.
- (2) An extraordinary general meeting of the members of the Society may be convened at such times and at such places as the Council may from time to time think fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

*Note : General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.*

### **32.1 Extraordinary general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must-
  - (a) be in writing; and
  - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) Include the names and signatures of the members requesting the meeting; and
  - (d) Be given to the Secretary
- (3) If the Committee does not convene an extraordinary general meeting within one month of the date on which the request (or any of them) may convene the extraordinary general meeting.
- (4) An extraordinary general meeting convened by members under sub rule (3)-
  - (a) must be held within 3 months after the date on which the original request was received by the Secretary; and
  - (b) may only consider the business stated in that request.
- (5) The society must be reimbursed for all reasonable expenses incurred by the members convening a special general meeting.

### **33. NOTICE OF GENERAL MEETINGS**

- (1) The secretary (or in the case of an extraordinary general meeting convened under rule 32 .1(3) the members convening the meeting) must give to each member of the society.
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days 'notice of a general meeting in any other case.
- (2) The notice must\_
  - (a) Specify the date, time and place of the meeting.
  - (b) Indicate the general nature of each item of business to be considered at the meeting.
  - (c) If a special resolution is to be proposed-
    - (1) State in full the proposed resolution; and
    - (2) State the intention to propose the resolution as an extraordinary resolution; and
    - (3) This rule dose not apply to a disciplinary appeal meeting.

#### **33.1 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the members proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 29 must-
  - (a) State that the member may appoint another member as a proxy for the meeting; and
  - (b) Include a copy of any form that the committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Secretary of the meeting no later than 72 hours before the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society no later than 72 hours before the commencement of the meeting.

### **34. ORDINARY BUSINESS AT ANNUAL GENERAL MEETING**

The ordinary business of the Annual General Meeting shall be: -

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- 34.1 To receive reports of the President and the Council and of the Secretary upon the proceedings of the past financial year;
- 34.2 To receive the balance sheet and financial statement of the Society;
- 34.3 To appoint such patrons (if any) and such Trustees (if any) as the Meeting may think fit;
- 34.4 To appoint the Auditor who shall be a Chartered Accountant:

All other business shall be deemed to be special business.

### **35. BUSINESS, NO OR INSUFFICIENT NOTICE**

The Chairman may in his discretion allow any matter to be brought before the meeting for discussion, and may allow any motion to be submitted to the meeting, notwithstanding that no notice or insufficient notice of such motion was included in the notice convening the meeting, but no resolution passed upon such motion shall be binding as a resolution of the Society, but shall serve only as an expression of opinion of those members personally present at the meeting, and the Council shall be at liberty to take such action as it thinks fit in the light of the opinion of the meeting so expressed.

### **36. QUORUM MEETINGS OF SOCIETY**

At all meetings of members of the total Society, a quorum shall be ten members present in person. If no quorum shall be present, the meeting shall be adjourned to such time and place as the President, or failing him, the person presents at the meeting entitled to preside in accordance with Rule 29 shall determine. Failing such a determination, the meeting shall be adjourned to the same time and the same day in the following week, and at any such adjournment the meeting shall proceed, notwithstanding the absence of the quorum so prescribed.

### **37. DECIDING OF QUESTIONS**

At all meetings of the Society, questions shall be decided by a show of hands, provided that any questions shall be decided by ballot if so, required by any three members present at the meeting. In the case of an equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.

### **38. SUBSCRIPTIONS AND FEES UNPAID \$50.00 OR OVER**

No member shall be entitled to vote if his subscription or any fees payable to the Society shall be due and unpaid, provided that for the purpose of this Rule alone no fees shall be deemed to be due and unpaid by a member unless the amount unpaid is at least \$50.00 and unless the amount has remained unpaid for 30 days after application for payment has been made to the member by the Secretary. Any such demand shall be deemed to have been received by a member of the expiration of seven days from the date of the posting by the Secretary.

### **39. VOTING**

- 39.1 Subject to any rights or restrictions attached to the categories of membership, at a meeting of members of the Society each member has one vote, which may be cast, on a show of hands or a poll as required.
- (1) On any question arising at a general meeting-
- (a) Subject to rule (3), each member that is entitled to vote has one vote; and
  - (b) Members may vote personally, or by proxy.
  - (c) Except in the case of an extraordinary resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (3) if the question is whether or not to confirm the minutes of a previous meeting only members who were present at the meeting may vote.
- (4) The rule does not apply to a vote at a disciplinary appeal meeting.



### **39.2 Extraordinary Resolutions**

An extraordinary resolution is passed if more than 75% of the members voting at the general meeting (whether in person or by proxy) vote in favor of the resolution.

Note

In addition to certain matters specified under the Associations Incorporation Act (NSW) an extraordinary resolution is required –

- (a) To remove a committee member from office;
- (b) To alter these rules, including changing the name or any purposes of the society.

### **39.3 Determining whether a resolution is carried**

- (1) Subject to subsection (2) the chairperson of a general meeting may, on the basis of a show of hands declare that a resolution has been-
  - (a) Carried; and
  - (b) Carried unanimously; or
  - (c) Carried by particular majority; or
  - (d) Lost-

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- (2) If a poll (where votes cast in writing) is demanded by three or more members on any question-
  - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
  - (c) A poll demanded on any other questions must be taken before the close of the meeting at a time determined by the Chairperson.

## **40. RECORD AND EFFECT OF MEETINGS**

Minutes of the proceedings of all meetings of the Society and of the Council and of every Committee meeting respectively shall be recorded in a minute book or minute books kept for the purpose and be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting if such minutes are confirmed at such meeting, and the minutes so signed shall, in the absence of proof or error therein, be considered sufficient evidence of the facts stated therein.

## **41. FUNDS – SOURCE**

- 41.1** The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the Society in general meetings, such other sources as the committee determines.
- 41.2** All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- 41.3** The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

## **42. FINANCIAL YEAR – SUBSCRIPTION PAID IN ADVANCE**

Until otherwise determined by the Society in general meeting, the financial year of the Society shall be deemed to commence or to have commenced on the first day of January in each calendar year, and all subscription shall be payable annually in advance.

## **43. NOTICES TO MEMBERS**

Notices required to be given to a member may be given in writing, duly posted and properly addressed to such member at his registered or his last known address, in such manner as the Council may from time to time determine. Notices sent by post shall be deemed to be given when posted.

#### **44. BANK ACCOUNT**

44.1 The Council shall open and maintain a banking account in the name of the Society, and such account shall be operated upon by such person or persons and in such manner, as the Council shall from time to time determine.

44.2 All moneys received by the Society or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Society's banking account.

#### **45. INVESTMENTS AND PROPERTY**

Investments and real personal property of the Society shall be held in the name of any two or more Trustees.

#### **46. ACCOUNTS AND AUDIT**

46.1 The Council shall cause to be kept true accounts of all receipts, credits, payments and liabilities of the Society, and the manner in which its income and expenditure take place and of all other matters necessary for showing the true financial position of the Society.

46.2 The books of accounts shall be kept at such place and in such custody as the Council shall think fit and shall be open to inspection free of charge to a member of the Society at any reasonable hour

#### **47. COMMON SEAL**

47.1 The common seal of the Society shall be kept in the custody of the public officer.

47.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

#### **48. PREPARATION OF STATEMENT OF RECEIPTS AND EXPENDITURE**

The Secretary shall prepare or cause to be prepared prior to the Annual General Meeting a statement of receipts and expenditure for the financial year under review by such meeting, together with a balance sheet showing the assets and liabilities for the Society at the close of such financial year, and the financial statement and the balance sheet shall be certified as correct by the auditor appointed for the purpose by the Society in general meeting.

#### **49. BALANCE SHEET TO ALL MEMBERS**

The Secretary shall forward to each member with the notice convening the Annual General Meeting of the Society a copy of the Balance Sheet and Statement of Receipts and Disbursements for the financial year to be reviewed at such Annual Meeting.

#### **50. INDEMNITY**

Officers and members of the Council of the Society shall be entitled to indemnity out of the funds of the Society and by the members jointly against all loss and liability bona fide and properly incurred in the carrying out of their functions on behalf of the Society.

## **51. ALTERATIONS TO CONSTITUTION**

The Society in general meeting may, by a resolution carried by more than three-quarters of the members present and voting in accordance with Rule 44 and 45, amend the constitution of the Society whether by alteration, addition or deletion, in such manner as it may think fit, providing that any such proposed amendment shall be regarded as special business and notice thereof shall be given accordingly, as heretofore provided that at least 21 days notice convening the meeting shall have been given.

## **52. HERDBOOK REGISTER**

**52.1** The Council shall keep or cause to be kept the Herd Book of the Society and an Appendix and the Council may from time to time make rules and regulations governing the maintenance of same, and the eligibility of animals for registration of entry therein.

**52.2** Applications for registration in the Herd Book of Appendix and transfers for registration in the Herd Book may be accepted and acted upon by the Council as sufficient evidence of the correctness of the facts set out therein.

## **53. REGULATIONS**

The Council may prescribe regulations: -

**53.1** Governing the Herd Books

**53.2** Prescribing the requirements for registration in the Herd Books

**53.3** Prescribing fees to be payable in respect of entries, registrations, recordings and inspections;

**53.4** Prescribing the conditions upon which animals will be accepted for and the circumstances in which animals will be rejected from registration in the Herd Books

**53.5** Generally regulating the conduct of members and the breeding, handling and disposal of animals registered in the Herd Books and may from time to time amend the regulations whether by addition, deletion, alteration, or otherwise.

**53.6** Each member shall be notified of any regulations or amendment so made by the Council.