

CONSTITUTION
of the
Australian Pinzgauer
Breeders Association Limited

ABN: 95 050 551 892.

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Part I - Preliminary

1. Definitions

(1) In this constitution:

'Act' means the Corporations Act 1989 as amended from time to time.

'Amendments' refers to singular or plural amendment these Articles.

'Article' means these rules are from time to time amended by addition, alteration or deletion pursuant to the provisions hereinafter contained.

'Association' where herein used refers to Australian Pinzgauer Breeders Association Limited.

'Ordinary Council Member' means a member of the Council who is not an office-bearer of the Association.

'Secretary' means:

- (a) The person holding office under this constitution as secretary of the Association, or
- (b) If no such person holds that office - the public officer of the Association.

'Special General Meeting' means a general meeting of the Association other than an annual general meeting.

(2) In this constitution:

- (a) A reference to a function includes a reference to a power, authority and duty, and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(4) Other definitions include,

'Association' where herein used refers to Australian Pinzgauer Breeders Association Limited.

'Books' include any register document or other record of information and any accounts or accounting records, however compiled, recorded or stored.

'Breed' means the Pinzgauer breed of cattle.

'Breeder' in relation to an animal denotes the person registered or entitled to be registered as the owner of the animal at the date of its birth.

'Bylaws' means the bylaws of the Association as from time to time amended and in force.

'Councillor' means an elected member of the Association who sits on the Council.

'Commission' means the Australian Securities and Investments Commission.

"Eligible Member" means a bona fide Full, Small Breeder, Honorary Life or Foundation member who holds that qualification on or before a date seven days prior to any meeting at which votes are to be taken and who is a member who has registered or transferred in the herd book at least one (1) animal within the immediately previous one (1) year period; or who can otherwise provide evidence to the satisfaction of Council of having a demonstrable interest in the breeding of Pinzgauers and who is also a "Financial Member".

'Financial Member' means a member who is not in default in payment of any subscription or any other fees payable by him in accordance with the Rules of the Association.

'Firm' means any unincorporated body such as a partnership, Trust, Association, society, institution or family.

'Herd Book' means the herd book of the Association, which shall include any appendices and amendments thereto, whereby records of individual Pinzgauer animals are kept for registration purposes, whether published or not, contain computer tapes, computer disks, microfilm or such other information storage systems as may be approved by Council from time to time.

'Member' means a person whose name is recorded on the membership register. Any member who is not a natural person shall nominate in writing a natural person to represent it in all transactions between it and the Association.

'Membership Register' means the register of members in which shall also be entered any herd prefixes of such full, honorary life or foundation members.

'Officer' of the Association shall be deemed to include the President, Vice President, Secretary, Treasurer and other Council members or any other person, by whatever name called, who is concerned, or takes part, in the management of the affairs of the Association, the Executive Secretary, or the holder of any other office established by the rules (except a patron or the holder of some other honorary position which confers no right to participate in management of the affairs of the Association).

'Official Registrar' refers to the officer charged by a General Meeting of members with the responsibility of maintaining and overseeing the Pinzgauer Herdbook including maintenance of standards and performance individuation of Association livestock records in conjunction with a Herdbook manager if such a position is established.

'Person' includes natural person company or any other incorporated body who or which is a legal person.

'Pinzgauer' means Pinzgauer blood animals that are eligible for entry in or are entered in the Herdbook.

'Pinzgauer Registry' means the Association's official collection of membership and animal-related documents pertinent to the keeping of efficient records for the Association.

'Region' means a geographic region within Australia as determined by Council from time to time.

'Registered Herd' means a herd with an Association-approved herd name.

'Rules' means the Constitution and Bylaws as amended from time to time.

Part 2 - Membership

2. Membership generally

A person is eligible to be a member of the Association if:

- (a) The person is a natural person, and
- (b) The person has been nominated and approved for membership of the Association in accordance with clause 3.

3. Nomination for membership

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by a member of the Association in either in writing in the form approved by the Association from time to time or electronically via the Association's Website, and
 - (b) must be lodged with the Secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Council which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Council makes that determination, the Secretary must:
 - (a) Notify the nominee, in writing, that the Council approved or rejected the nomination (whichever is applicable), and
 - (b) If the Council approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in Subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

4. Classes of Membership

There shall be the following classes of membership of the Association:

- (1) Full Member – Full membership is open to any natural person, corporation, syndicate or partnership involved in or seeking to be involved in the ownership or registration of Pinzgauer Cattle. A full member shall be entitled to all rights and privileges of the Association and in particular shall have full voting rights, may be elected to an office of the Association.
- (2) Small Breeder Member – Small Breeder membership is available where the applicant owns five (5) or less registered active Pinzgauers. A Small Breeder member shall be entitled to all rights and privileges of the Association and in particular shall have full voting rights, may be elected to an office of the Association.

(3) Foundation Member – Foundation Membership was for the purpose of funding the Association in its formative years and shall mean any existing full member or new applicant for full membership who applies to the Council in writing and lodges a fee to be determined by Council. The applicant shall become a foundation member of upon acceptance of this application by Council such members shall be exempt from future membership subscriptions for a period of ten (10) calendar years. Otherwise such members are to be entitled to all the rights and privileges and responsibilities of full members. Foundation Membership is now closed.

(4) Commercial Membership – Breeders of commercial Pinzgauer cattle who may own and be the registered owners of registered Pinzgauer bulls only. While commercial members may not register any progeny, their bulls can be used as sires by Full, Small Breeder and Junior members and those progeny may be registered. Commercial Members shall not have voting rights or the right to nominate for or hold office. However, Commercial Members may attend general meetings and shall receive all mailings and publicity.

(5) Junior Member – Junior Membership will be open to any person until they achieve the age of eighteen (18) years. Such persons shall be admitted on payment of the initial entrance fee and in each year shall pay the annual subscription for junior members until the end of the financial year in which that person reaches the age of eighteen (18) years. Junior Members shall not have voting rights or the right to nominate for or hold office. However, Junior Members may attend general meetings and shall receive all mailings and publicity. Junior members may register animals in the Herdbook under a parents herd name and their prefix. When Junior Members upgrade to Full Membership, there will be no additional fees charged for herd name establishment or transfer of their existing registrations to the newly established herd name.

(6) School Membership – A special membership for individual schools will be allowed on the same terms as for junior membership but without the age limit. However, any application for school membership must include the name and address of a natural person 25 years of age or older to be nominee for that membership. School Members shall not have voting rights or the right to nominate for or hold office. However, School Members may attend general meetings and shall receive all mailings and publicity.

(7) Associate Member – Any natural person, corporation, syndicate or partnership interested in the breed of Pinzgauer Cattle may be admitted as an associate member of the Association and will be entitled to all the rights and privileges of full membership other than the right to vote at any meeting or in any ballot of the Association, the right to nominate for or hold office and the right to register Pinzgauer stock. The annual subscription fee for associate members will be the amount proposed by Council and approved by members at an annual general meeting.

(8) Honorary Life Member – who shall be elected by the Association in general meeting where such person, in the opinion of the Council has: by their past services to the Association, created an exceptional development in the breed, or promoted the interests of the breed true advancement of the objectives and interests of the Association. An honorary life member shall have all the rights, privileges and responsibilities of a full member but shall not be liable for annual subscriptions.

5. Members Sponsored by Firms

Any adult natural person who sponsored in writing by any firm to apply for membership of the Association may use the qualifications of that firm as to ownership or interest in the breed or otherwise qualify for membership of any class. Any such person who has admitted to membership of the Association shall be personally subject to the same rights and liabilities as all other members of the same class, save and except that the firm by which that member was so sponsored may at any time by notice in writing to the Association withdraw its sponsorship of the said member whereupon the membership of that member shall forthwith cease and determine. Any member who qualified for membership under the terms of this clause may subsequently qualify for unrestricted membership of any other class in their own right upon the provision of appropriate evidence of ownership or interest.

6. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) Is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due.

7. Membership entitlements not transferable

(1) A right, privilege or obligation, which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8. Resignation of membership

(1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Council may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

(1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address and other relevant contact details of each person who is a member of the Association together with the date on which the person became a member.

(2) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

(3) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.

(5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- (b) Any other purpose necessary to comply with a requirement of the Act .

10. Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association the appropriate joining fee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee:
 - (a) Except as provided by paragraph (b), before 1 January in each calendar year, or
 - (b) if the member becomes a member on or after 1 January in any calendar year - on becoming a member and before 1 January in each succeeding calendar year.
- (3) Pro rata subscriptions shall apply as follows to new membership applications received:
 - (a) 1 January to 30 June – annual membership plus initial entrance fee;
 - (b) 1 July to 31 December – 50% of annual membership plus initial entrance fee.
- (4) Fees will be determined and amended from time to time by Council and will be displayed in the Association's By-laws.

11. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 10.

12. Resolution of disputes

A dispute between a member and another member (in their capacity as members) of the Association or a dispute between a member or members and the Association, are to be resolved as follows:-

- (a) Within ten (10) days each party must prepare and deliver to the other a statement setting out the position of that party and its reason for adopting that position;
- (b) If as a result of the statement agreement can be reached the parties must prepare and sign a written statement of the terms agreed;
- (c) If no agreement is reached within thirty (30) days the dispute must be referred to an independent mediator to be agreed between the parties.

13. Disciplining of members

- (1) A complaint may be made to the Council by any person that a member of the Association:
 - (a) Has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) Has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Council decides to deal with the complaint, the Council:
 - (a) Must cause notice of the complaint to be served on the member concerned, and
 - (b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.

(4) The Council may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the Council expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Council for having taken that action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the latter.

14. Right of appeal of disciplined member

(1) A member may appeal to the Association in general meeting against a resolution of the Council under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the secretary must notify the Council, which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the Association convened under subclause (3):

(a) No business other than the question of the appeal is to be transacted, and

(b) The Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 3 - The Council

15. Powers of the Council

Subject to the Act, and this constitution and to any resolution passed by the Association in general meeting, the Council:

- (a) Is to control and manage the affairs of the Association, and
- (b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) Has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

16. Composition and membership of Council

(1) The Council is to consist of 3 ordinary Council members from each of the 4 Regions, each of whom is to be elected at the annual general meeting of the Association under clause 17.

If insufficient further nominations are received, any vacant positions remaining on Council are taken to be casual vacancies.

- (2) The total number of Council members is to be a maximum of 12.
- (3) The standard term for Councillors will be two (2) years with half the Council being elected in any one year.
- (4) Councillors may nominate for re-election at the end of their term.
- (5) Where all Councillors have been elected at the same time six (6) council positions must be vacated at the end of one (1) year with those positions to be determined by ballot of council if agreement cannot otherwise be reached. The remaining positions must be declared vacant at the end of the following year.
- (6) The office-bearers of the Association are as follows:
 - (a) President,
 - (b) Vice-president,
 - (c) Treasurer,
 - (d) Secretary. Where a Secretariat is appointed under Clause 18, the position of Secretary shall not be filled.
- (7) In addition to the office-bearers, Council may appoint a Minute Secretary. The Minute Secretary does not necessarily need to be a member of Council.

It is the duty of the minute secretary to keep minutes of:

- (a) All appointments of office-bearers and members of the committee, and
- (b) The names of members of the committee present at a committee meeting or a general meeting, and
- (c) All proceedings at committee meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(8) Council members will elect the office-bearers of the Association for the following twelve months at the first meeting of Council held after each election.

(9) Each member of the Council is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.

(10) The Regions shall initially be as follows,

Victoria

New South Wales and Australian Capital Territory

Queensland and Northern Territory

Tasmania, South Australia and Western Australia

Council may subsequently vary the make-up and representation of the Regions in accordance with variations in membership or other factors that Council may consider make such change necessary.

17. Election of Council members

(1) Nominations of candidates for election as Council members:

- (a) Must be made in writing, signed by a member of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) Must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of Council members is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

(7) A person nominated as a candidate for election as Council member of the Association must be a member of the Association.

18. Secretariat

(1) An Association Secretariat office shall be established at the Council's earliest convenience to be staffed by the Executive Secretary and to be situated at a location to be determined by Council.

(2) When a secretariat is established pursuant to subclause 18 (1), the Council shall confirm the appointment of an Executive Secretary who shall not be elected but shall be employed by the Council. The Executive Secretary shall be an ex-officio member of the Council without voting rights, shall be the managing and clerical officer of the Association, and shall act as the authorised representatives of the Council in conducting the business of the Association. The Executive Secretary, subject to the control of the Council, shall act in view of the Secretary, Treasurer and Sealholder.

19. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (1) That all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (2) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the term of the vacancy to which they are appointed. In filling a casual vacancy, preference should be given wherever possible to appointing a member who resides in the Region where the vacancy has occurred. If a suitable nominee cannot be found from the appropriate Region, Council may appoint a replacement from another Region.

However, the maximum number of Council members must not exceed four (4) from any individual Region.

- (2) A casual vacancy in the office of a member of the Council occurs if the member:
 - (a) Dies, or
 - (b) Ceases to be a member of the Association, or
 - (c) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) Resigns office by notice in writing given to the secretary, or
 - (e) Is removed from office under clause 21, or
 - (f) Becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Council from 3 consecutive meetings of the Council, or
 - (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

A casual vacancy is also deemed to have occurred if there are insufficient nominations received for the annual election of Council members.

21. Removal of Council members

(1) The Association in general meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Council to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president must send a copy of the representations to each member of the Association.

22. Council meetings and quorum

- (1) The Council must meet at least 4 times in each period of 12 months at such place and time as the Council may determine.
- (2) Such meetings may be held by telephone, electronic media or in such other way as Council determines and which allows participation by all Councillors. Where meetings are held in person, the place of such meeting shall be determined by Council bearing in mind the places of residence of members of the council and any other factors that may influence the decision.
- (3) A meeting of Council shall be held each year in conjunction with and at the same place as the Annual General Meeting. Notice of the Annual General Meeting shall contain a notice of the Council meeting.
- (4) The number of meetings shall only be reduced if a majority of Council members agree that a meeting is not necessary
- (5) Additional meetings of the Council may be convened by the President or by any member of the Council.
- (6) Oral or written notice of a meeting of the Council must be given by the Secretary or Chairperson to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (7) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting. Business other than that business included in the notice is only to be transacted at the meeting if the majority of Council members present at the meeting agree.
- (8) A quorum for the transaction of the business of a meeting of the Council shall be deemed to be constituted if 50% plus one, of the Councillors, inclusive of either the President or Vice-President, is present and at least 2 Regions are represented.
- (9) No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (10) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (11) At a meeting of the Council:
 - (a) The President or, in the President's absence, the Vice-President is to preside, or
 - (b) If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.

23. Delegation by Council to sub-committee

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Council may act despite any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.
- (5) There is to be no Proxy Voting at Council meetings.

25. Branches

- (1) Council may from time to time approve the establishment of Branches
- (2) All Association rules shall apply to any Association branches
- (3) Members of the branch may form a branch committee by resolution of the eligible members include a branch at a general meeting of the members of the branch.
- (4) A copy of all branch minutes and an annual statement of income and expenditure of each branch are to be forwarded to Council for inclusion in the Association's annual report.
- (5) A branch committee shall not have the right to incur any liability of behalf of the Association without Council's express written permission.

26. By-Laws

- (1) The Council may from time to time and promulgate by-laws not inconsistent with the Constitution, with respect to particular matters relating to membership, Association administration an animal recordation.
- (2) The Council shall have the power to amend the by-laws, whether by alteration, edition or deletion, in such manner as it may think fit, by a 75% majority vote provided that at least two thirds (2/3^{rds}) of all councillors are present. All changes or amendments to the By-laws shall become effective immediately unless otherwise specified by Council.

- (3) Within one month after any alteration of the bylaws has been adopted, notice thereof shall be forwarded to all financial members.
- (4) The Bylaws shall bind the Association and every member to the same extent as if they had respectively signed and sealed and agreed to be bound by all the provisions thereof.

Part 4 - General meetings

27. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 12 months after its incorporation.
- (2) Thereafter, the Association must hold its annual general meetings within 6 months after the close of the Association's financial year.

28. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the Council thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) To receive from the Council reports on the activities of the Association during the last preceding financial year,
 - (c) To elect office-bearers of the Association and ordinary Council members,
 - (d) To receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings - calling of

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Council must, on the requisition in writing of at least 5 per cent of the total number of members or 5 members, whichever is the greater, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the members making the requisition, and
 - (c) Must be lodged with the secretary, and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Council fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 28 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Six members representing at least two Regions present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) A show of hands, or
 - (b) If on the motion of the chairperson or if 6 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
- (5) A member who is entitled to vote may appoint a proxy to vote in their place at any general meeting. Proxy votes shall be submitted in accordance with Clause 36.

36. Proxy votes

- (1) A person appointed as a proxy must be a person entitled to attend and vote at a meeting in their own right.
- (2) Unless otherwise instructed the proxy may vote as they think fit. Where the member desires to vote for or against any resolution, they shall instruct their proxy accordingly.
- (3) The instrument appointing a proxy (which instrument shall include an attorney under power-of-attorney) shall be deposited with the Secretary at least 48 hours before the time appointed for the meeting in shall be under the hand of the appointer or in shall be in writing in the form as shown at the last page of this document(Appendix I).

37. Postal ballots

The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).

Part 5 - Miscellaneous

38. Insurance

The Association may effect and maintain insurance.

39. Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, other fees imposed on members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Council or employees of the Association, being members or employees authorised to do so by the Council.

41. Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal may not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of any two (2) Officers of the Association except for the purpose of authorising the common seal upon Registration Certificates where the affixing of the seal may be attested by the Executive Officer or Secretary alone.

42. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) Records, books and other financial documents of the Association,
 - (b) This constitution,
 - (c) Minutes of all Council meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) By delivering it to the person personally, or
 - (b) By sending it by pre-paid post to the address of the person, or
 - (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved to have been given or served:
 - (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Financial year

The financial year of the Association is:

- (1) The period of time commencing on the date of incorporation of the Association and ending on the following 31 December, and
- (2) Each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

46. Appendix 1

Australian Pinzgauer Breeders Association Ltd

A.C.N. 050 551 892

PO BOX 189
KIAMA NSW 2533
AUSTRALIA

Telephone: (02) 4232 3333
Facsimile: (02) 4232 3350
International Facsimile: +61 2 4232 3350
www.pinzgauer.org.au

PROXY VOTING FORM

I,

(Full name)

of

(Address)

being a member of Australian Pinzgauer Breeders Association Limited hereby appoint

*

.....

(full name of proxy)

of

(address)

Or

*The President

being an eligible member of this association, as my proxy to vote for me at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the (*Insert Date*) and at any adjournment thereof.

**My proxy is hereby authorized to vote in favour of / against (delete as appropriate) the following resolutions:

(to be inserted if desired)

**My proxy may use their discretion and vote as they choose

Signed this day of

By

(Signature of member appointing proxy)

This form must be received by Livestock & Business Centre by 4.00pm (*Insert Date*)

* Delete one or other of the relevant choices

** Delete one or other of the relevant choices.