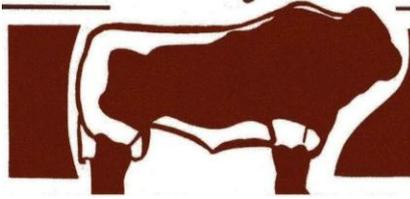


If you have a BEEF ..... make it



**PINZGAUER**

**Australian Pinzgauer Breeders Association Ltd  
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AUSTRALIA  
21 December 2013**

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Dear Pinzgauer Breeder,

As I have indicated in earlier newsletters, the Association is looking to reconstitute itself as a legal entity of an association rather than the present Incorporated Body. This proposed move is being prompted by a desire to have an administratively simpler process and to save revenue. Part of the requirements for this change is to present a constitution in the correct format for registration as an association.

Over the past few months, we have been reviewing our constitution and making the required changes. However, as previously mentioned, this was an ideal opportunity to review our current set-up and make any necessary changes.

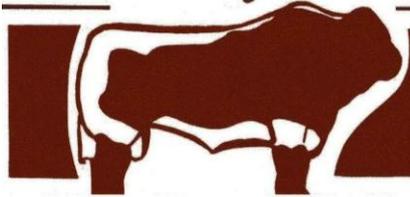
The APBA Council have had a number of discussions on the re-drafting but at this stage have not agreed on a final model to present to the next Annual General Meeting. Prior to finalising the draft, I believe that members should be given an opportunity to have some input into the drafting process. This will allow Council to take into account the views of members prior to the draft being finalised.

I have attached a copy of the current draft of the Constitution and sincerely hope that you can provide any feedback as to whether the attached document is appropriate or where changes or improvements need to be made.

Much of the draft Constitution is based on a model constitution as provided by the NSW Dept of Fair Trading. The main changes from the present APBA Constitution are as follows.

1. Reduction of the number of Regions from 5 to 4.
2. Reduction of the number of Councillors from 20 to 12.
3. Changes in the numbers required to form Quorums.
4. Provision to hold meetings electronically to reduce travel restrictions.
5. Inclusion of a new class of membership for Schools.
6. Formalisation of the Small Breeder class of membership.
7. Changes to filling of Casual Vacancies

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As I have stated, this draft is not necessarily the final position of Council and any input from members or other stakeholders would be most welcome and will help in our reaching a final draft.

I would welcome any feedback either by email to [Lachvina@skymesh.com.au](mailto:Lachvina@skymesh.com.au) or by post to 280 Wattamolla Rd, Woodhill, NSW, 2535.

I am also more than happy to discuss or explain any facet of the draft by telephoning me on 02-44642685.

Finally, I would like to wish all Pinzgauer breeders and other interested parties the very best for the Christmas season. May it be one that you thoroughly enjoy with your families and friends. The past couple of years have been difficult ones for many people with floods and droughts and matters made more difficult by world and local economic problems.

However, I am confident that things are on the improve and sincerely hope that the coming year is one in which we all prosper and achieve our goals.

Yours Sincerely

A handwritten signature in black ink, appearing to read 'Ray Price', written in a cursive style.

Raymond Price

President

CONSTITUTION  
OF  
AUSTRALIAN PINZGAUERS BREEDERS  
ASSOCIATION LTD

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# Part 1 - Preliminary

## 1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

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.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(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.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

# Part 2 - Membership

## 2. Membership generally

- (1) 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.
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

## 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 Associations 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:

(a) For residents of Australia only:

(i) 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 Australian 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, shall receive all mailings and publicity, may attend all general meetings and may (if invited so to do) attend the Council and sub-committee meetings and shall be able to register stock of the Herdbook. Every person seeking full membership (and hence registration of livestock) shall apply for a Herd Name and Herd Prefix for enrolment of their herd and shall with their application and other fees which would be payable upon acceptance of their application. Where an applicant fails to fulfil these requirements membership and annual registrations shall be refused.

(ii) Small Breeder Member -- which shall only include those producers actively engaged in the breeding of registered Pinzgauer stock but who own less than six (6) registered Pinzgauers or who can demonstrate to the satisfaction of the Council documented interest in the breeding of Pinzgauers and who pay the annual Small Breeder member subscription. 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, shall receive all mailings and publicity, may attend all general meetings and may (if invited so to do) attend the Council and sub-committee meetings and shall be able to register stock of the Herdbook. Small Breeder members are encouraged to join Breedplan and to take an active part in local beef improvement associations. Every person seeking Small Breeder membership (and hence registration of livestock) shall apply for a Herd Name and Herd Prefix for enrolment of their herd and shall with their application and other fees which would be payable upon acceptance of their application. Where an applicant fails to fulfil these requirements membership and annual registrations shall be refused.

(iii) 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 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.

(iv) 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. No voting rights apply but junior members may attend general meetings and shall receive all mailings and publicity. Junior members may register animals in the Herdbook under a parent's 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.

(v) 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.

(b) For residents and non-residents of Australia alike:

(i) 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.

(ii) 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 8 (2) within 3 months after the fee is due.

## 7. Membership entitlements not transferable

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 kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) 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.
- (5) 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, that information must not be made available for inspection.
- (6) 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 or the Regulation.

## 10. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Council, that other amount.
- (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 of \$2 or, if some other amount is determined by the Council, that other amount:
  - (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

## 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 8.

## 12. Resolution of disputes

- (1) 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 referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## 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 later.

#### **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, the Regulation 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 the number of the ordinary Council members for any Region is not filled, then Council may seconde a nominee from any Region to fill that position.

- (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 (12) 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 2 members 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

(a) 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.

(b) When a secretariat is established pursuant to subclause 19 (a), 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 annual general meeting next following the date of the appointment. 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.
- (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 19, 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.

## 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 may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 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 rotate region by region according to the places of residence of members of the council.
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 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 and no business other than that business is to be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
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, are 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.
10. 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 Memorandum and Articles, 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) of all councillors at 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 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

## 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 23, 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, 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 1 month 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 24 (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. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## 36. 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.

## 37. 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 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.

## 38. Postal ballots

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

# Part 5 - Miscellaneous

## 39. Insurance

The association may effect and maintain insurance.

## 40. 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.

## 41. 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.

## 42. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Council member.

## 43. Seal

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) 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.

## 44. 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.

## 45. 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.

## 46. 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.

## 47. 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 30 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 30 December.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.