

THE AUSTRALIAN
BAZADAIS CATTLE
SOCIETY INC.



ARTICLES
OF
ASSOCIATION

ARTICLES OF ASSOCIATION**OF****THE AUSTRALIAN BAZADAIS CATTLE SOCIETY Inc.**

- 1.1. The name of the incorporated association is The Australian Bazadais Cattle Society Inc (herein after called the Society).
- 1.2. The registered office of the society shall be situated in Australian Capital Territory.
- 1.3. The objects for which the Society is established are:-
 - (a) To encourage the breeding of Bazadais cattle and to develop promote and maintain the purity and improvement of the breed in Australia.
 - (b) To foster and encourage the testing of Bazadais cattle herds throughout Australia both for individuals and collective test and to assist in formulating rules to be used in taking such test and also preserve the data of such tests.
 - (c) To lay down a required breed type and to describe the characteristics of Bazadais cattle. Viande, Viande - Elevage, Elevage.
 - (d) To provide for and to regulate the insemination of females and to encourage the breeding of animals derived from crossing to a degree and to a standard where they become acceptable as a pure bred Bazadais in accordance with such regulations as the council of the Society may from time to time prescribe.
 - (e) To make regulations:-
 - (i) to regulate and control the force of the Society.
 - (ii) for the compilation and maintenance of the Herd Book and the calf register.
 - (iii) governing the branding tattooing and marking of Bazadais cattle
 - (iv) for the description of the breed as laid down from time to time.
 - (v) for the requirements for entry in the calf register and /or for registration in the herd book.
 - (f) To compile at intervals as and when required either printed or on computer disc a Herd book on Bazadais cattle in Australia.
 - (g) To print, publish, distribute, sell or make contributions to any newspaper, periodical, journal publication or leaflet and to publicise or advertise in any way Bazadais cattle or anything appertaining to the breed or the promotion thereof as the Society may think fit for the promotion of its objects.
 - (h) To publicise and promote in any way the breeding development exhibition and sale of Bazadais cattle.
 - (i) To prepare and maintain a list of persons competent to act at shows as Judges of Bazadais cattle.
 - (j) To establish relations with societies, groups, associations, companies and other people having similar objects to those of the Society and with such societies, groups, associations, companies and other people formed to promote the welfare of other breeds or of breeders of other cattle and to encourage exchange with any such societies, groups, associations, companies and other people.
 - (k) Solely for the purposes of carrying out the aforesaid objects and not otherwise, the Society has the power:

- (i) To hold or arrange competitions and provide or contribute towards the provisions of prizes, awards and distinctions in connection there with provided that no member shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Society;
- (ii) to accept any gift or devise of money or of any real or personal property whether subject to any special trust or not for any one or more of the objects of the Society; PROVIDED THAT in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (iii) to open and maintain banking accounts and to operate or allow the same to be operated in such manner as the Society may determine;
- (iv) to sell, improve, dispose of or otherwise deal with all or any part of the property and rights of the Society;
- (v) to register brands of all description and copyrights for the use of the Society or of its members;
- (vi) to organise, conduct, convene or hold conventions, lectures and conferences;
- (vii) to undertake and execute any trusts, the undertaking of which may seem desirable and either gratuitously or otherwise and to appoint trustees and nominees;
- (viii) to purchase, take on, lease or otherwise acquire real or personal property and to sell, mortgage, lease, sublease or otherwise deal in or with the property of the Society;
- (ix) to borrow or raise or secure the payment of money in such manner as the Society shall think fit and in particular by the issue of debentures or debenture stock or by giving mortgages, charges or securities charged upon or over all or any of the real or personal property of the Society and to purchase, pay off or redeem any such securities;
- (x) to build upon or other wise improve any real property and generally to manage, develop or other wise deal with all or any part of the property of the Society;
- (xi) to invest the monies of the Society not immediately required upon such securities and in such manner as may from time to time be allowed by law and as may be determined by the Society;
- (xii) to pay the costs, charges and expenses of the formation and establishment of the Society;
- (xiii) to subscribe to become a member of and co-operate with any other society, company, association or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Society PROVIDED THAT the Society shall not support with its funds any society, company, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of these Articles of Association;
- (xiv) to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their members to an extent at least as great as that is imposed upon the Society under or by virtue of these Articles of Association.
- (xv) to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate;
- (xvi) to appoint, employ, remunerate, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose

of the Society and to establish and maintain superannuation provident or other similar funds for the benefit of any of such employees and their dependents;

(xvii) to adopt such means of making known the objects and benefits of the Society as may seem expedient and to further otherwise the interests of members by advertising in the press, by television, by circulars, by publications of books and periodicals, by broadcasting, by granting prizes, rewards and donations and by other means;

(xviii) To do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of the above objectives or any of them or any such other acts deeds and things that might be conducive to the progress and welfare of the Society; PROVIDED that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Society would make it a trade union within the meaning of the Trade Unions Act.

- 1.4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in these Articles of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society; PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdraft accounts on money lent or reasonable and proper rent for premises demised or let by any member of the Society but so that no member of the council or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such council or governing body except repayment of out of pocket expenses and at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; PROVIDED THAT the provision last aforesaid shall not apply to any payment to any company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
- 1.5. No addition, alteration or amendment shall be made to or in these Articles of Association for the time being in force unless the same shall have been previously submitted (with a 21 days notice of motion) to and approved by an Annual General Meeting.
- 1.6. The liability of the members is limited.
- 1.7. Every member of the Society undertakes to contribute to the property of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the Society contracted before he ceased to be a member and of the costs charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding TWENTY DOLLARS (\$20.00).
- 1.8. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other in situation, company, society or association having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of this memorandum such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by the Chief Judge of the Supreme Court of Australian Capital Territory or such other Judge of the Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 1.9. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the Society and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Society shall be

examined by a properly qualified Auditor who shall report to the members in accordance with the provisions of the Act.

DEFINITIONS:

- 2.1. Where in the constitution and where in the regulations of the Society the context shall reasonably permit the following words shall have the meaning herein respectively attributed to them that is to say:-
- "male" includes female and neuter gender;
 - "person" includes company firm or institution;
 - "singular" includes plural and vice versa;
 - "Society" means The Australian Bazadais Cattle Society Inc;
 - "member" means a person admitted as such pursuant to these Articles of Association;
 - "associate and commercial member" means a person admitted as such pursuant to these Articles of Association;
 - "financial member" means a member of the Society who shall not be in default in payment of any subscription or of any fees payable by him in accordance with the regulations of the Society;
 - "the members of a state" means the members of the Association resident in that State;
 - "officers" includes (inter alia) the President, Vice President, Councillors, Secretary Honorary Treasurer and Auditor;
 - "the Articles" means the Articles of Association of the Society for the time being in force;
 - "the constitution" means the Articles of Association of the Society;
 - "writing" includes typing, printing, roneo and other means of producing words in a visible form;
 - "state" means each states/territory of New South Wales, Victoria, Tasmania, South Australia, Western Australia, Northern Territory and Queensland; PROVIDED THAT the Australian Capital Territory shall be deemed to be part of the state of New South Wales;
 - "the regulations" means the regulations made or deemed to have been made by the council pursuant to these Articles of Associations as from time to time in force;
 - "annual general meeting" means the general meeting to be held annually pursuant to these Articles of Association;
 - "firm" includes partnership and vice versa.
 - "Viande" means meat type
 - "Elevage" means breeding , cattle rearing type
 - "Viande-Elevage" means a combination of both of the above

- 2.2. The Society is established for the purpose set out in the Articles of Association.

MEMBERSHIP:

- 2.3. (i) Subject to these Articles of Association the membership of the Society shall comprise:-
- (a) such other persons as shall hereafter be admitted as a member in accordance with these Articles of Association;
 - (b) the number of members of the Society shall be unlimited;
 - (c) **Stud Membership** shall be a person or corporation intending to register one or more head of Bazadais cattle with the Society. Stud membership shall entitle a member to vote at general meetings of the Society and to be a member of the Council;
 - (d) **Commercial Membership** shall be a person or corporation involved in the commercial breeding of Bazadais Cattle;
 - (e) **Associate Membership** shall be a person or corporation evincing interest in the breeding of Bazadais cattle and in the Bazadais Breed;
 - (f) **Junior Membership** shall be a person under the age of 18 years; and
 - (g) **Life and Honorary Membership.**
- (ii) There shall be a Register of all members and their addresses kept by the Secretary.
- 2.4. Any person may upon application in writing to the Council be admitted as a member of the Society.

- 2.5. An application for membership shall be in such form as may from time to time be prescribed by the Council.
- 2.6. The Council may refuse an application without assigning any reason therefore.
- 2.7. The entrance fee payable by each person admitted as a member of the Society other than associate members junior members honorary members for life and life members shall be the minimum sum of TWENTY DOLLARS (\$20.00) or such other sum as shall from time to time be determined by the Council.
- 2.8. The subscription for a stud member, a commercial member, an associate member and a junior member respectively shall be such sum or sums (if any) as shall from time to time be determined by the Council. Honorary members and honorary members for life shall not be required to pay any subscription.
- 2.9. Each such person shall in the first instance pay his subscription within twenty-eight (28) days of his election to membership and thereafter subscriptions shall be payable in advance prior to the thirty-first day of December in each year.

COMMERCIAL MEMBERS ASSOCIATE MEMBERS AND JUNIOR MEMBERS:

- 2.10. The Council may admit any person as a commercial member, an associate member, or a junior member of the Society. Commercial members, associate members and junior members shall be those persons prescribed by the Council from time to time.
- 2.11. The privilege of a commercial member, an associate member and a junior member respectively shall be the right to attend all meetings and functions of the Society but without the right to vote at such meetings.

FINANCIAL YEAR:

- 2.12. Until otherwise determined by the Society in general meeting the financial year of the Society shall be deemed to commence or to have commenced on the first day of January in each calendar year.

ELECTION OF HONORARY MEMBERS FOR LIFE AND LIFE MEMBERS:

- 2.13. The Council may elect as an honorary member for life of the Society and may also elect as a life member of the Society any person who in the opinion of the Council is considered to have advanced the interests of Bazadais cattle. An honorary member for life and a member for life has all the rights and privileges of a member.

PATRON:

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

CEASE TO BE A MEMBER:

- 2.15. (i) A member shall cease to be member of the Society:-
 - (a) if he shall resign by notice in writing to the Secretary to that effect;
 - (b) if he shall die or being a company shall go into liquidation or being a firm shall dissolve;
 - (c) if he shall be declared a mentally ill person within the meaning of the Mental Health Act or other similar Legislation;
 - (d) if he shall not have paid his subscription within three months of his being called upon by the Secretary to do so and if the Council shall resolve that such person be no longer a member of the Society.
- (ii) The Council shall have the power to suspend or expel any person who fails to observe any rule or regulation set forth in these by-laws or whose conduct is, in the opinion of the council prejudicial to the interest of the Society. A person so suspended or expelled shall after the expiration of sixty days have the right to apply to the Council for reinstatement and shall on application be reinstated at the next meeting of the Council provided a majority of the members of the Council present thereat vote in the affirmative. If the Council refuses to reinstate a person so suspended or expelled such person shall have the right to apply for reinstatement by the next succeeding annual general meeting. Reinstatement by annual general meeting shall only be by a vote of seventy-five per cent (75%) of the members present thereat and voting;
- (iii) The estate of a deceased member may by its personal representative(s) and a company in liquidation may by its liquidator(s) continue as a member of the Society if notice in writing of

- his, its or their desire to so continue shall be given by the personal representative(s) or the liquidator(s) as the case may be to the Secretary;
- (iii) A member being a firm shall not cease to be a member by reason only of any change on the constitution of the firm.

CONDUCT OF MEMBERS:

- 2.16. (i) Each member shall strictly observe and act in conformity with and not otherwise than in accordance with the constitution and the regulations for the time being of the Society;
- (ii) Notwithstanding anything herein contained in this article no member shall be called upon or requested to resign or be suspended or expelled unless he shall first have been given notice of what is alleged against him and an opportunity of giving orally or in writing and explanation or defence he may think fit;
- (iii) Each member of a partnership shall be individually responsible in full for the acts and /or omissions of the partnership and for its debts and obligations. A partnership shall be bound by any obligation purporting to be contracted on its behalf by any member of the partnership and shall be deemed to be the acts and omissions of the partnership;
- (iv) The acts or omissions of the representatives of a partnership, company or institution shall be deemed to be the acts or omissions of his principal;
- (v) Articles 2.15 and paragraphs (i) to (iv) inclusive of the Article shall apply also to commercial members, associate members and junior members mutatis mutandis.

MANAGEMENT:

- 2.17. The general management and control of the Society and of its assets, activities and undertakings shall be vested in the Management Council of the Society. The members on the Management Council shall be called "Councillors" and the Management Council herein called "the Council" which shall be constructed as follows:-
- (a) such aforesaid Councillors shall have power to co-opt further members as Councillors not exceeding three (3). As from the first annual general meeting held after the 31st day December 1998 the provisions set forth in paragraph (b) to (i) (inclusive) shall apply.
- (b) seven (7) members hereinafter called members of the Council elected by ballot of members
- (c) such other co-opted members not exceeding two (2) in number and as may from year to year be appointed by the elected members of the Council. A person so appointed shall serve as a member of the Council until the next election of Council;
- (d) the President of the Society shall be chosen from the members of the Council by vote of the Councillors at its first meeting after the annual general meeting of the year to which elections for the Council were held. The President shall be elected for a term of two (2) years. No person shall hold office as President for more than four (4) years consecutively. The President may be elected for a further single term of office if an extension is so desired by 75% of members present at an AGM. In the event of the President retiring or ceasing to be a member of the Council or being deposed by a majority vote of Council or a motion of no confidence at an Annual General Meeting or an Extraordinary General Meeting of 75% of members present in person, during the term for which he has been elected, the Vice President shall succeed to the office of President of the Council:
- (e) the Council at its first meeting after each election shall elect from their number a Vice President, a Treasurer and two (2) other members;
- (f) there shall be an executive council which shall comprise the President, the Secretary, the Treasurer and two (2) further councillors must elected to the council;
- (g) Councillors shall retire each two (2) years but shall be eligible to stand for re-election;
- (h) in the event of a vacancy or vacancies occurring between elections, or in the event there being insufficient proper nominations to fill vacancies for the Council, the Council shall have the power to fill such vacancy or vacancies and any such appointee(s) shall hold office until the next election of council;
- (i) **Election of Council**
- (i) Members of the Council shall be elected biennially by postal ballot and the Secretary shall at least one hundred (100) days and not more than one hundred and twenty (120) days prior to the date of the Annual General Meeting in the year in which elections are to be held by notice to members posted to their registered address call for nominations for election of members of the Council;
- (ii) Nominations for the election of Council members shall be in writing signed by two (2) members other than the member nominated and shall be furnished to the Returning Officer within twenty one (21) days of the date of posting by the Secretary to members

- at their registered address of notices calling for nominations of members of the Council. A resume from the nominating member must be included with the nomination and subsequently circulated to all members with the ballot paper.
- (iii) The written consent of the person shall be furnished to the Returning Officer not later than the closing date for nominations otherwise his nomination shall not be accepted.
 - (iv) Within fourteen (14) days after the closing date for nominations the Secretary shall issue ballot papers for the election of members of the Council and each ballot paper shall set out the surnames (followed by the Christian names or initials) in alphabetical order of the members nominated for election to the council together with instructions for voting and the ballot papers and instructions shall be posted to every member at his registered address:
 - (a) Each voter shall be instructed to cross out the name of each candidate for whom he does not wish to vote;
 - (b) The names of any retiring members appearing on the list of nominations shall be marked with an asterisk;
 - (c) A ballot shall be informal on which appears votes for more or less than the number of candidates to be elected.
 - (v) The President, or failing him the Secretary, shall appoint by memorandum in writing a Returning Officer and two or more scrutineers to superintend the taking of the ballot;
 - (vi) Any equality in voting shall be resolved by lot;
 - (vii) The ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the Secretary and the Returning Officer;
 - (viii) The ballot of the Council members shall close at 4.00 o'clock in the afternoon of the day forty two (42) days preceding the date of the Annual General Meeting;
 - (viii) The returning officer after counting the votes shall certify in writing to the President within seven (7) days of closure of the ballot the result of the ballots and the President shall declare elected as Council members persons whose respective totals of ballot votes exceed those of other nominees
 - (ix) The Returning officer's decision shall be final and binding in respect of all matters affecting the election;
 - (x) The election by ballot of any member of the Council shall take effect as at the close of the Annual General Meeting next succeeding the close of the ballot;
 - (xi) The new Council shall take office at the close of the Annual General Meeting next succeeding the close of the ballot;
 - (xii) The Chairman of the Annual General Meeting in years in which elections are held shall announce the names of those persons who have been elected as members of the Council.
- 2.18. Every Councillor shall stand in a fiduciary or quasi trustee relationship to the members generally of the Society and shall exercise his judgement and at all times act in the best interests of the Society and of its members generally and not otherwise.
- 2.19. A Councillor appointed shall keep the Council informed of any conditions prevailing in his/her State affecting members or cattle of that state which should be taken into account by Council to the intent that the Council shall as far as practicable be informed of and may take into account all relevant material matters throughout Australia in its deliberations and in its administration of the Society's affairs.

**NOTIFICATION OF APPOINTMENT OF COUNCILLOR
OR REVOCATION OF APPOINTMENT**

- 2.20. A member of the Council shall not vote in respect of any contract for proposed contract with the Society in which he is interested or in respect of any matter arising there out and if he does so vote his vote shall not be counted.
- 2.21. A Councillor shall cease to hold office if:-
- (a) his appointment is revoked by resolution in general meeting of the members of a State by which he was appointed or his appointment is revoked by resolution of 75% of members voting at an Annual General meeting or an Extraordinary General Meeting;
 - (b) if he shall cease to be either a member of the Society or to be resident in the State by whose members he was appointed;
 - (c) if he shall resign his office by notice in writing to that effect given to the Secretary;
 - (d) if he ceases to be a member of the Council by virtue of the Act;
 - (e) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (f) becomes prohibited from being a Director of a company by reason of any order made under the Act;

- (g) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (h) for more than six (6) months is absent without permission of the Council from meetings of the Council held during that period;
- (i) hold any office or profit under the Society;
- (j) Is directly or indirectly interested in any contract or proposed contract with the Society PROVIDED HOWEVER that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Society of such corporation society or association is among the class of companies referred to in the proviso to Clause 4 of the Memorandum of Association of the Society and if he shall have declared the nature of his interests in manner required by the act; PROVIDED ALWAYS that nothing in this Article shall effect the operation of Clause 4 of the Articles of Association of the Society.

COMMITTEES - POWER OF DELEGATION:

- 2.22. The committee may appoint such committee comprising any two or more members of the Society for any purpose which the Council thinks fit and each committee shall carry out such function and exercise such powers as the Council may prescribe PROVIDED THAT the Council may at any time revoke any appointment or any authority so made or given and may disband any committee by notice to that effect. The President shall be an ex officio member of every committee

RULING OF CHAIRMAN:

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

POWERS OF THE COUNCIL:

- 2.26. Subject to the Articles of Association and to such direction as may from time to time be given by the Society by resolution passed by a majority of at least three-fourths of the members present and voting at a general meeting of members of the Society the management of the business and the control of the Society finance and affairs shall be vested in the council which may exercise all such powers and do all such things as may be exercised or done by the Society and are not hereby expressly directed or required to be exercised or done by the Society in general meeting.

POWERS AND DUTIES OF THE COUNCIL:

- 2.27. (i) Without prejudice to the general powers vested in the Council pursuant to Article 2.26 of the Articles of Association the Council may borrow money upon such terms and at such rate of interest as the Council may think fit and the Council may mortgage charge or otherwise encumber the assets of the Society or any part thereof to secure repayment of any moneys so borrowed and interest thereon or to secure the fulfilment of any obligation contractual or otherwise or any debt or liability of the Society.
- (ii) Power to Levy and Prescribe Fees and Regulations
- (a) The Council may impose levies on members of the Society to the extent necessary from time to time to meet the expenses attendant upon the conduct of the affairs of the Society provided that no member shall be required to pay in respect of any calendar year any levy or levies in a sum or sums greater than a sum equivalent to two-thirds of the membership subscription of such member. All levies shall be due unless otherwise determined by the council at the same time as annual membership subscriptions;
 - (b) The Council may from time to time and at any time determine the eligibility or otherwise of any Bazadais cattle in general or in particular for registration with the society and the fees and regulations applicable to the registration and transfer thereof, the penalty for late lodgement of registration and company transfers as well as fees for the classification of animals in accordance with classification standards set by the Council;
 - (c) The Council may also impose a promotional levy upon a member in respect to all Bazadais cattle sold at an auction under the auspices of a Society sponsored sale. Such levy shall not be greater than one-half of the total commission paid to the commission agents conducting the sale and shall be calculated on the gross value of the sale. Any animal sold within fourteen (14) days of the date indicated in a catalogue or advertisement as having been offered at a Society sponsored sale shall be included in the value of the sale for the purpose of calculating the levy;

- (d) The Council may regulate the granting of approval to any member of the Society holding a sale and wishing to use the Society's sponsorship. He shall be subject to the regulations laid down by the Council.

POWER TO DELEGATE:

- 2.28. Subject to the constitution and to any direction that may from time to time be given to the Council by resolution passed by a majority of three-fourths of the members present and voting at a general meeting of members delegate by Power of Attorney or otherwise any or all of its powers to whom and upon such terms and conditions as the Council may from time to time think fit.

CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS:

- 2.29. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such member or members of the Council may from time to time determine.

MINUTES:

- 2.30. The Council shall cause minutes to be made:-
- (a) of all appointment of Officers and servants;
 - (b) of names of members of the Council and Committee members present at all meetings of the Society and of the Council and of each Committee;
 - (c) of all proceedings at all meetings of the Society and of the Council and of each Committee,
 - (d) all minutes of the Society meetings and resolutions of council meetings to be sent to members within thirty (30) days.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next meeting succeeding meeting if the minutes so signed shall in the absence of proof of error therein be considered sufficient evidence of the facts stated therein.

MEETINGS OF THE COUNCIL:

- 2.31. The Council may meet, adjourn and regulate its proceedings when and as it thinks fit. Questions arising at any meeting other than questions of order shall be decided by a majority of votes. In case of equality of voting the Chairman for the time being shall have a second or casting vote.
- 2.32. A Councillor may attend and vote at a meeting of the Council; both in his own right and as a proxy for an absent Councillor provided that before the commencement of the meeting a proxy or Power of Attorney in his favour, signed by the absent Councillor. The Chairman shall forthwith inform the meeting of the contents of any such proxy or Power of Attorney.
- 2.33. A special meeting of the Council may be convened by notice in writing signed by at least five members of the Council.
- 2.34. Removed.

PROCEEDINGS OF THE COUNCIL:

- 2.35 (i) Meetings of the council shall be held as often as may be necessary for properly conducting the business and operations of the Society, but shall be held at least once in every four (4) calendar months. The quorum for a meeting of the Council shall be five (5) of its members present in person.
- (ii) The council may hold meetings, or permit members to take part in meetings by using any technology that reasonably allows members to hear and take part in discussions as they happen.
- (iv) A member of the council who participates in a meeting under subsection (ii) is taken to be present at the meeting
- 2.36. Where the number of members of the Council falls below the minimum prescribed by Article 2.35 the continuing members of the Council may act notwithstanding any vacancy in the Council but if and so long as their number is reduced below the number so prescribed the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or by summoning a general meeting of the Society but for no other purpose.
- 2.37 All acts done bona fide by any meeting of the Council or of a sub committee or by any person acting as a member of the Council shall notwithstanding that it is afterwards discovered that there was some defect

in the appointment of any such member of the Council or person acting as aforesaid or that the members of the Council or any of them were disqualified to be a member of the Council.

- 2.38. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Council.

CHAIRMAN OF MEETING:

- 2.39. The President or failing him the Vice President or failing him such ordinary Councillor as may be appointed for the purpose by the meeting shall preside as Chairman at each meeting of the Society and of the Council.

SECRETARY:

- 2.40. There shall be a Secretary of the Society who shall be appointed by the Council and who shall give and to whom shall be given all notices on behalf of the Society and who shall, subject to the directions of the Council be entrusted with and carry out the administration functions of the Society.
- 2.41. The Secretary may be paid such remuneration as the Council shall determine and be employed for such term and upon such conditions as the Council may determine.

GENERAL MEETINGS:

- 2.42. The first Annual General Meeting shall be held at such time not being less than one (1) month nor more than three (3) months after the incorporation of the Society and at such place as the Council may determine.
- 2.43. A general meeting of the Society shall be held annually in Australia in accordance with the provisions of the Act. All meetings other than a General Meeting and the Annual General Meeting shall be called an Extraordinary General Meeting.
- 2.44. A meeting of the members of the society shall be convened by the Secretary whenever called upon so to do by the President or by a request in writing signed by the members of the Society, made up of twenty percent (20%) of members.
- 2.45. If the Secretary shall not within seven (7) days of being required so to do issue notice convening a meeting as so required then in any such case the meeting may be convened by the officer or officers or by the members or any one or more of them so requiring the meeting or by any person authorised in the behalf by the Council.
- 2.46. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty-one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served by, inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and in the case of special business the general nature of the business shall be given to such Persons as are entitled to receive such notices from the Society.
- 2.47. All business shall be special that is transacted at an Extraordinary General Meeting.

ORDINARY BUSINESS AT ANNUAL GENERAL MEETING:

- 2.48. The ordinary business of the Annual General Meeting shall be:-
- (a) to receive the report of the Council and/or the President and/or the Secretary upon the proceedings of the past financial year;
 - (b) to receive the balance sheet and financial statement of the Society;
 - (c) to appoint such patrons (if any) as the meeting may think fit;
 - (d) to appoint an Auditor.
- All other business shall be deemed to be special business and notices of any special business shall be given to members in the notice convening the meeting at which the special business is to be considered and the notice shall set out the nature and general substance of the proposed business.

BUSINESS NO NOTICE OR INSUFFICIENT NOTICE:

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

QUORUM MEETINGS OF ASSOCIATION:

- 2.50. At all meetings of members of the Society a quorum shall be seven (7) financial members present in person and if no quorum shall be present the meeting shall be adjourned to such time and place as the President or failing him the person present at the meeting entitled to preside in accordance with the Articles shall determine and failing such determination the meeting shall be adjourned to the same time and the same day in the following week and at any such adjournment the meeting may proceed notwithstanding the absence of the quorum so prescribed.

DECIDING OF QUESTIONS:

- 2.51. At all meetings of the Society questions shall be decided by a show of hands provided that any questions shall be decided by ballot if so required by any three (3) members present at the meeting and entitled to vote. In the case of an equality of votes the Chairman shall have a casting vote in addition to his deliberative vote. Each person being a member shall nominate one person who (or whose nominee) shall be the only person entitled to vote at meetings of the Society on behalf of the member by whom he was nominated.
- (i) A member must vote fore or against a motion. A member may only abstain if there is a conflict of interest which has been disclosed to the meeting prior to the vote. An abstention is deemed to be a "NO" vote.

SUBSCRIPTIONS AND FEES UNPAID:

- 2.52. No member shall be entitled to vote if his subscription or any fees payable to the Society shall be due and unpaid.

VOTING PERSONALLY OR BY PROXY:

- 2.53. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument appointing a proxy (which term shall include Power of Attorney) shall be deposited with the Secretary at the office of the Society at least twenty four (24) hours before the time appointed for the meeting. Proxies are valid only at Annual General meetings, General Meetings or Extraordinary General Meeting of members of the Society. No Member can hold more than four (4) proxies

APPOINTMENT OF NOMINEE BY FIRM COMPANY OR INSTITUTION:

- 2.54. Every firm, company or institution being a member or associate member shall nominate by letter addressed and delivered to the Secretary a nominee and
- (i) the nominee shall be entitled to give and to receive all notices to be given by or to be given to the nominator;
- (ii) the nominee and he alone shall be entitled to attend and vote at meetings for and on behalf of the nominator who is a member;
- (iii) the nominees shall be entitled to attend functions of the Society as the nominator's representative;
- (iv) applications for entry in the Herd Book and transfers shall be signed in the name of the member by the nominee and/or by such person or persons as the member may authorise by letter addressed and delivered to the Secretary.

UNPAID ENTRANCE FEES AND MEMBERSHIP SUBSCRIPTION:

- 2.55. If a member fails to pay his entrance fee or to pay his annual subscription within thirty (30) days of such fee or subscription becoming due:-
- (a) He shall not during the period of any such default be entitled to enjoy or to exercise any of the privileges of membership;
- (b) The Council may call upon him by notice (in accordance with Article 2.56 to pay the same in full on or before a date to be specified in the notice (not being earlier than thirty (30) days of the giving of such notice) and if the member shall fail to make good his default by payment of the amount owing in full the Council may:-

- (i) by notice to that effect forthwith terminate his membership and /or
- (ii) cancel any or all entries in the Appendix Register and /or any or all registrations in the Herd Book of animals of which he is the recorded owner and /or
- (iii) refuse to approve and record any transfer of any animal either to or from him;
- (iv) take any step or proceedings to recover such indebtedness.

NOTICES TO MEMBERS:

- 2.56. Any notices required to be given to a member may be given in writing duly posted and properly stamped and addressed to such member at his registered or last known address or in such manner as the Council may from time to time determine. A notice or communication sent by post shall be deemed to be given and to have been received by the address when posted.

BANK ACCOUNT:

- 2.57. The Council shall open and maintain one or more banking accounts in the name of the Society and any such account shall be operated upon in the name of the Society by such person or persons and in such manner as the Council shall from time to time determine.
- 2.58. All monies received by the Society or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Society banking account.

SEAL:

- 2.59 The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.
- (i) All Society cattle and embryo registration certificates are to be stamped with the seal and duly signed by the Secretary.

ACCOUNTS AND AUDIT:

- 2.60. The Council shall cause to be kept true accounts of all receipts credits payments and liabilities of the Society and the manner in which its income and expenditure take place and of all other matters necessary for showing the true financial position of the Society.
- 2.61. The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditors report thereon as required by the Act PROVIDED HOWEVER that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.
- 2.62. The books of account shall be kept at such place and in such custody as the Council shall think fit.

PREPARATION OF STATEMENT OF REVENUE AND EXPENDITURE:

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

BALANCE SHEET TO ALL MEMBERS:

- 2.64. The Secretary shall forward to each member with the notice confirming the Annual General Meeting of the Society an audited copy of the balance sheet and a statement of revenue and expenditure for the financial year to be reviewed at such Annual General Meeting.
- 2.64. If any questions shall arise or if any dispute arises between the Society and /or the Council and /or any member or members of the Society or any members inter se as to the interpretation, meaning or effect of any provision contained in the constitution or regulations for the time being of the Society such question or dispute may be referred by the Council or by any of such members to the solicitor or firm of solicitors for the time being of the Society and no objection shall be taken to anything done or omitted pursuant to or in accordance with the opinion or advice and shall be binding upon the Society Council and all members affected thereby PROVIDED THAT nothing herein shall prohibit the Society, the Council or any of the members from applying to the Court if they should think fit to do so.

INDEMNITY:

2.66. Every member of the Council, Auditor, Secretary and other officers for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or on which he so acquired in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence, default, breach of duty or breach of trust.

HERD BOOK:

2.67. The Council shall keep or cause to be kept a Herd Register of the Society in which all full blood and pure bred Bazadais must have their DNA and parent verification on file with the Secretary and Registrar and the Council may from time to time make regulations governing the maintenance of same and the eligibility of animals for registration and entry therein respectively.

REGULATIONS:

2.68. The Council may prescribe regulations:-

- (a) prescribing the requirements for entry in the Herd Register;
- (b) prescribing the fees to be payable in respect of entries regulations and recordings;
- (c) prescribing the conditions upon which animals will be accepted for and the circumstances in which animals will be rejected from entry in the Herd Register;
- (d) generally regulating the conduct of members and the breeding handling and disposal of animals entered in the Herd Register.

The Council may from time to time amend the regulations whether by addition, deletion, alteration or otherwise. The Secretary shall within thirty (30) days notify each member of any regulations or of any amendments so made by the council.