

*Corporations Act 2001*

**A COMPANY LIMITED BY GUARANTEE**

---

**CONSTITUTION**

**of the**

**MURRAY GREY BEEF CATTLE SOCIETY LIMITED**

**ACN 083 111 406**

**CONSTITUTION OF THE**  
**MURRAY GREY BEEF CATTLE SOCIETY LIMITED**  
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## Corporations ACT

**A Company Limited by Guarantee**  
**Constitution of**  
**MURRAY GREY BEEF CATTLE SOCIETY LIMITED**  
**ACN 083 111 406**

**Preliminary**

**Exclusion of Replaceable Rules**

1. The replaceable rules contained in the Act do not apply to the Society.

**Definitions and Interpretation**

2. (1) In this Constitution:-

"**Act**" means the Corporations Act, 2001 (C'th).

"**Applicant**" means a Person who has applied for membership of the Society.

"**Application for Membership**" means the form, the contents of which may be determined by the Board from time to time, which is to be used by an Applicant.

"**Application for Relief**" means the form, the contents of which may be determined by the Board from time to time, which is to be used by a Member who wishes to seek relief from payment of Membership Fees or any other financial obligation owed to the Society.

"**Board**" means the board of Directors for the time being of the Society.

"**Business Association**" means an includes, with respect to a Member, any member constituted as a partnership, limited partnership, a registered corporation, an incorporated association, a trust (included trading trust) or other business association determined as such by the board.

"**Charged Member**" means a Member against whom an allegation has been made which may lead to the Discipline of that Member.

"**Corporate Member**" means a Member of the Society which is a corporation or an incorporated body.

"**Directed Proxy**" means a form of proxy in which the appointing Member directs the voting of the person appointed as that Member's proxy in relation to some or all resolutions to be put to the meeting which the proxy will attend.

"**Directors**" means the directors for the time being of the Society.

"**Discipline**" means, in relation to a Charged Member, any type or form of penalty or sanction, financial other otherwise, imposed on a Charged Member, including the suspension or expulsion of that Member.

**"Disciplined Member"** means a Member who has been suspended, fined or expelled under Article 13 hereof.

**"Executive"** means the body described in Article 47 which is charged with the implementation of strategies and directions determined by the Board.

**"Extended Period"** means the period of time which concludes one (1) calendar month after the date of the Final Notice.

**"Final Notice"** means a notice issued to a Member who has not paid his Membership Fees or any other financial obligation owed to the Society by the due date.

**"Financial Member"** means a Member who has paid by the relevant due date the Membership Fees and all other sums owed by that Member to the Society.

**"Herd Book"** means the database of Murray Grey cattle maintained by or on behalf of the Society.

**"Member"** means a Person whose name is entered in the Member Register as a Member of the Society.

**"Member Register"** means the Register of Members.

**"Members Nominee"** means a person nominated by a notice in writing served on the Society to act as the nominee of a Business Association or government instrumentality:-

- (a) for the purpose of a candidacy for election of office under Article 30(1) of the Constitution;
- (b) in the absence of a proxy given pursuant to Article 27 of the Constitution, for the purpose of exercising the vote of a Voting Member in any general meeting of the Members of the Society.

**"Membership Fees"** means the fees payable by certain Members of the Society on an annual basis as determined by the Board from time to time.

**"Notice of Allegation"** means a notice in writing issued by the Secretary to a Charged Member on the instruction of the Board.

**"Patron"** means a person who may be elected to that role by the Board from time to time.

**"Person"** includes:-

- (a) natural person;
- (b) a Business Association;
- (c) a government instrumentality.

**"Seal"** means the common seal of the Society (if any).

**"Secretary"** means the secretary for the time being of the Society, and if there are joint secretaries, any one or more of such joint secretaries.

**"Service Address"** means the address nominated by a Member for the purpose of receiving notices from the Society.

**"Society"** means the entity whose name upon the adoption of this Constitution was Murray Grey Beef Cattle Society Limited and shall be taken to mean the same entity by whatever name from time to time it may be called.

**"Unfinancial Member"** means a Member who is in default of a financial obligation (including the payment by the due date of Membership Fees) to the Society but does not include a Member whose Application for Relief has been approved by the Board and the Member has complied with the relief granted.

**"Voting Member"** means a Member who:-

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a general meeting; and
- (b) is a Financial Member.

**"Zone"** means certain regions within Australia which may be determined by the Board from time to time and at the date of the adoption of this Constitution comprises six regions being:-

- (a) the Queensland Zone — meaning Queensland;
- (b) the New South Wales Zone — meaning New South Wales and the Australian Capital Territory;
- (c) the Victorian Zone — meaning Victoria;
- (d) the South Australian Zone — meaning South Australia and the Northern Territory;
- (e) the Western Australian Zone — meaning Western Australia; and
- (f) the Tasmanian Zone — meaning Tasmania.

**"Zone Director"** means a person who has been elected as a Director and who is resident in one of the Zones and who is to represent those Members resident in the same Zone. Nothing in this Article is to be construed as detracting from a Director's duty to act in good faith for the benefit of the Society as a whole.

- (2) The Acts Interpretation Act, 1901 (Commonwealth) shall apply in the interpretation of this Constitution as if it were an act of the Commonwealth.
- (3) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (4) Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

## **PURPOSE OF SOCIETY**

## Objects

3. The objects for which the Society is established are:-

- (1) To take over and acquire the herd book and the assets and liabilities and generally the affairs of the incorporated body known as the Murray Grey Beef Cattle Society Incorporated, a body incorporated pursuant to the Association Incorporated Act of New South Wales 1984, as a going concern and continue its objectives and activities;
- (2) To encourage support and promote the development of the agricultural and pastoral resources and industries of Australia through the breeding of Murray Grey cattle;
- (3) To promote genetic research and development and to establish or assist in the establishment of and management of technical and statistical libraries;
- (4) To compile a register of cattle, descriptions, stud prefixes, stud names and abbreviations and copyrights for the use of the Society;
- (5) To collect, record, verify and as the Board sees fit to publish information and a Herd Book or Books relating to Murray Grey cattle in Australia;
- (6) To compile and publish in such manner as the Board determines (including electronically), a Herd Book or books of Murray Grey cattle in Australia;
- (7) To encourage, support and promote exhibitions, shows and sales of Murray Grey cattle. To promote the proper marketing of cattle in general and in particular the Murray Grey breed of cattle. To offer prizes in respect of competitions between Murray Grey cattle or between Murray Grey cattle and cattle of other breeds or cross breeds. To allow bodies other than the Society to conduct exhibitions, shows and promotional sales for the development of the cattle industry and in particular the Murray Grey breed under the patronage of the Society and upon such conditions as the Board of the Society may think fit from time to time. Provided that no Member of the Society shall receive any prize, award or distinction except as a successful competitor in any show or exhibition of Murray Grey cattle held or promoted by the Society or to the cost of the holding or promotion of which the Society may have subscribed out of its income or property and which under regulations affecting the said show or competition may be awarded to him;
- (8) To encourage, support and promote, and if the Board of the Society sees fit, to offer prizes, encouragements and awards to be presented at exhibitions, shows and/or promotional sales and to award scholarships and bursaries;
- (9) To compile and maintain lists of persons who are regarded by the Board as competent to act as judges at cattle exhibitions and shows including judges of the Murray Grey breed of cattle and to assist in the training of judges;
- (10) To collaborate with other cattle breed societies and associations in the promotion and development of the cattle industry in Australia and particularly any other society or association formed for the promotion and development of Murray Grey cattle;
- (11) To publish or otherwise make available for publication any information which the Society may think desirable for the promotion of its objects;
- (12) To support and assist in the progress and development of any agricultural show and in particular the Royal Shows of the various States of the Commonwealth and its Territories;



- (13) To open and maintain banking accounts and to operate or allow the same to be operated in such manner as the Society may determine;
- (14) To sell, improve, dispose of or otherwise deal with all or any part of the property and rights of the Society;
- (15) To register brands of all descriptions, trademarks and copyrights for the use of the Society and of its Members;
- (16) To organise, conduct, convene or hold conventions, lectures and conferences;
- (17) To undertake and execute any trusts, the undertaking of which may seem desirable and either gratuitously otherwise and to appoint the trustees and nominees but subject to the provisos contained in Articles 3(24), 3(25) and 3(26) of this Constitution;
- (18) To purchase, take on lease or otherwise acquire real or personal property and to sell, mortgage, lease, sub-lease or otherwise deal in, or with any property of the Society;
- (19) 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 by any of the real and personal property of the Society and to purchase, pay-off or redeem such securities;
- (20) 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;
- (21) 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;
- (22) To pay the costs, charges and expenses of the formation and establishment of the Society;
- (23) To subscribe to or otherwise aid benevolent charitable national or other institutions or associations of a public character which in the opinion of the Society have any moral or any other claim for the support by the Society;

Solely for the purpose of carrying out the aforesaid objects and not otherwise:-

- (24) To subscribe to become a member of and co-operate with any other society, 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 subscribe to or support with its funds any society, association or organisation that does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as that imposed on the Society under and by virtue of Article 72 of this Constitution;
- (25) To amalgamate with any companies, institutions or associations having objects altogether or in part similar to those 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 that imposed upon the Society under and by virtue of Article 72 of this Constitution;
- (26) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, engagements or any one or more of the companies, institutions, societies or associations which the Society is authorised to amalgamate;

- (27) To appoint, employ, remunerate, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Society and to establish and maintain superannuation, provident or other similar funds for the benefit of any such employees and their dependants;
- (28) Consistent with its objects to make Regulations in respect to the Society;
- (29) To do all such other lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them or any other acts, deeds and things that might be conducive to the progress and welfare of the Society.

## **MEMBERSHIP**

Eligibility and Application for Membership4. (1) The Board shall determine from time to time:-

- (a) the eligibility criteria required of an Applicant for membership of the Society;
- (b) the documentation to be submitted by an Applicant; and
- (c) the process of considering an Application for Membership received from an Applicant,

and such matters shall be expressed in writing in a document to be named as "Details for Intending Members" and shall be available on the website of the Society and may be posted or sent by facsimile or email to any person who requests a copy of such document.

(2) Notwithstanding the provisions contained in Article 4(1), all Applicants shall be required to:-

- (a) sign an Application for Membership which shall require an Applicant to:-
  - (i) nominate a class of membership to which the Applicant wishes to be admitted; and
  - (ii) confirm that he or she has read the Constitution, the By—Laws, the Regulations, any Code of Conduct in force from time to time and the Details for Intending Members of the Society and agrees to be bound by same;
- (b) agree in writing to provide a guarantee not exceeding one hundred dollars (\$100.00) to defray such liabilities and expenses of the Society upon its winding up or dissolution; and
- (c) remit, where relevant, the Membership Fees appropriate to the class of membership to which the Applicant wishes to be admitted.

### **Admission to Membership**

5. The Board:-

- (1) shall consider Applications for Membership in such manner as it may think fit and may delegate its power to admit Members to officers of the Society.
- (2) may in its absolute discretion accept or decline any Application for Membership and is not bound to give reasons why the Application for Membership was not accepted.

- (3) shall cause the Society to give notice to each Applicant advising the Applicant whether they have been admitted to the Society or rejected.
- (4) where an Application for Membership is not accepted, the monies which accompanied the Application for Membership (if any) must be refunded to the unsuccessful Applicant within fourteen (14) days of the date upon which the Application for Membership was declined.

### **Register of Members**

- 6. (1) The Secretary will maintain a Register of the Members of the Society.
- (2) When an Applicant has been accepted for membership, the Secretary will cause the Member's name to be entered in the Register.
- (3) The Service Address of a Member in that Register will be the address nominated by the Member for the purpose of receiving notices from the Society and may be:-
  - (a) a residential address;
  - (d) a postal address;
  - (e) a business address;
  - (f) a facsimile number;
  - (g) an email address.
- (4) The Company shall use its best endeavours to use the Service Address nominated by each Member for the purpose of delivering notices.
- (5) Each Member must notify the Secretary within fourteen (14) days of any change of name or Service Address of the Member and each such change shall be recorded in the Register.
- (6) Subject to the Act, each Member may inspect the Register at any reasonable time upon making such request to the Secretary.

### **Commencement of Membership**

- 7. An Applicant becomes a Member on the day the Applicant is admitted to membership.

### **Classes of Membership**

- 8. (1) The membership of the Society shall be comprised of those classes which the Board determines to be appropriate from time to time. Appendix 1 lists those classes of membership which the Board has determined as being appropriate as at the date of the adoption of this Constitution.
- (2) The Board shall have the power to:-
  - (a) create other classes of membership;
  - (b) abolish existing classes provided that the consent of not less than seventy five per cent (75%) of the Members of that class first consent in writing to the proposed abolition.

- (3) The Board shall determine from time to time the eligibility criteria (if any) required before an Applicant is qualified to be admitted to a particular class of membership. Appendix 2 lists the eligibility criteria which the Board has determined as being appropriate as at the date of the adoption of this Constitution.
- (4) An Applicant may nominate a class of membership to which they wish to be admitted when completing the Application for Membership of the Society.
- (5) The Board shall assign an Applicant to a class of membership and shall be under no obligation to admit the Applicant to the class nominated by the Applicant.

### **Rights of Classes of Membership**

9. (1) The Board shall determine from time to time the privileges, rights, obligations, terms and conditions conferred upon a Member admitted to a particular class of membership.
- (2) Appendix 3 lists the privileges, rights, obligations, terms or conditions attaching to each class of membership which the Board has determined to be appropriate as at the date of the adoption of this Constitution.

### **Membership Fees**

10. (1) The Membership Fees for each class of membership shall be such sums as determined by the Board from time to time.
- (2) If the Board determines to change the Membership Fees for a class of membership, a notice shall be sent by the Secretary within thirty (30) days of the Board's decision to each Member who has been admitted to that class of membership to advise of the change in Membership Fees.
- (3) The Secretary shall ensure that the current Membership Fees for all classes of membership are published on the Society's website and are otherwise made freely available to any Member or intending Applicant.

### **Payment of Membership Fees and Other Financial Obligations**

11. (1) Membership Fees are due to be paid:-
  - (a) in the case of an Applicant — upon the submission to the Society of the Application for Membership;
  - (b) in the case of a Member — on or before the 31st day of January in each year.
- (2) Where a Member has not paid his Membership Fees as required in Article 11(1)(b) or failed to pay any other financial obligation owed to the Society, the Secretary will at the direction of the board issue a Final Notice which shall notify the Member that:—
  - (a) the Member's Membership Fees or such other financial obligation remain unpaid;
  - (b) the Member has become an Unfinancial Member;
  - (c) the Society will allow the Member to pay his Membership Fees or other financial obligation before the conclusion of the Extended Period without loss of membership;

- (d) the Member may submit to the Secretary an Application for Relief if, for reasons of financial hardship, the Member is genuinely unable to pay his Membership Fees or other financial obligation. The Application for Relief must be received by the Company on or prior to the conclusion of the Extended Period to render it eligible for consideration.
- (3) Where a Member fails to pay his Membership Fees or other financial obligation before the conclusion of the Extended Period, the membership of that Member will terminate on the day after the Extended Period ends.
- (4) Where a Member has submitted an Application for Relief within the period required, the Board shall consider the Application for Relief within thirty (30) days and shall notify the Member in writing of the Board's decision. A Member shall remain an Unfinancial Member until the Board has granted relief to the Member.
- (5) No Membership Fee is payable by a Life Member or an Honorary Life Member of the Society.

### **Transferability of Rights**

12. The rights of any Member will not be transferable to another Member.

## **DISCIPLINING OF MEMBERS**

### **Notice of Allegation**

13. (1) Any allegation which may lead to the Discipline of a Member shall:-
- (a) be lodged with the Secretary in writing;
  - (b) be signed by any Member; and
  - (c) detail the circumstance which gave rise to such allegation.
- (2) The Secretary shall inform the Member of the allegation by issuing a Notice of Allegation to the Member informing the Member:-
- (a) of the allegation; and
  - (b) the date on which the Board will consider the allegation, such Board meeting is to be held not less than sixty (60) days after the date of the Notice of Allegation;
  - (c) inviting the Charged Member to submit a written explanation to defend the allegation; and
  - (d) inviting the Member to present himself to the Board to answer any questions which the Board may ask of him and to present his defence to the allegation.
- (3) If the Charged Member chooses to defend the allegation, the Charged Member must submit a written explanation which must be:-
- (a) received by the Secretary not less than two (2) days prior to the Board meeting,
  - (b) tabled at the Board meeting,

at which the allegation is to be heard and reasonable opportunity must be given for the Charged Member to appear before the Board to answer the allegation.

- (4) Where the Board is of the opinion that the Charged Member is:—
- (a) guilty of misrepresentation, deception, fraud or improper conduct in relation to any information provided by him to the Society;
  - (b) guilty of any conduct or practice unbefitting a Member of the Society;
  - (c) in breach of this Constitution or any regulations made by the Board pursuant to the powers contained herein,

the Board may by resolution:-

- (d) expel the Charged Member; and/or
  - (e) cancel the registration of any animals owned by the Charged Member; and/or
  - (f) suspend the Charged Member on such conditions and for such period of time as the Board thinks fit; and/or
  - (g) impose such lesser penalty upon the Charged Member as the Board may deem fit.
- (5) Where the Board passes a resolution pursuant to Article 13(4), the Secretary shall notify the Disciplined Member in writing within fourteen (14) days of the resolution. Such notice shall:—
- (a) set out the resolution of the Board and the grounds upon which it is based; and
  - (b) advise the Disciplined Member that he may appeal against such resolution by issuing a notice as set out in Article 14(1) requesting the matter to be settled at a general meeting of the Members of the Society which is to be convened in accordance with Article 14(2).

### **Appeal Against Discipline**

14. (1) On receipt of a notice from a Disciplined Member requesting an appeal to be heard at a general meeting of the Members of the Society against the Discipline, such notice shall operate as a stay of implementation of any decision.
- (2) The Secretary shall be required to convene a general meeting of the Members of the Society within two (2) months of the date of receipt of the notice referred to in Article 14(1) and shall give not less than one (1) month's notice of the date of that general meeting to the Disciplined Member.
- (3) The Disciplined Member shall be given the opportunity of being heard at the general meeting with or without legal representation. The Disciplined Member may be represented by another Member.
- (4) The Society may engage legal representation to assist the Society at such a meeting.
- (5) The Society shall by majority decide the appeal.

- (6) A Disciplined Member whose appeal is unsuccessful shall pay to the Society all or any costs or expenses reasonably incurred by the Society in connection with the hearing of the appeal as the Board may determine.

### **Cessation of Membership**

15. Membership of the Society will terminate upon:—
  - (1) The Secretary receiving from a Member a letter of resignation;
  - (2) A Member being expelled or suspended in accordance with this Constitution;
  - (3) If a Member, being an Unfinancial Member, fails to become a Financial Member within the period which applies to their circumstances.

### **Consequences of Termination**

16.
  - (1) A Member whose membership of the Society is terminated will be liable for all moneys due by that Member to the Society in addition to any sum not exceeding one hundred dollars (\$100.00) for which the Member is liable under Article 71 of this Constitution.
  - (2) A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Society, its funds or property except as a creditor thereof.
  - (3) The legal personal representative of a deceased Member or the liquidator of a Corporate Member in liquidation may continue as a Member of the Society provided that notice in writing of such decision shall be given to the Secretary.
  - (4) A Person ceasing to be a Member of the Society shall not be entitled to a return of any Membership Fees paid to the Society.

### **Liability of Members**

17. The liability of the Members is limited.

## **MEETINGS OF MEMBERS**

### **Annual General Meeting**

18.
  - (1) Subject to the Act, a general meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the Society's financial year at such time and place as may be determined by the Directors. The abovementioned general meeting shall be called the "Annual General Meeting" and all other meetings of the Society shall be called "general meetings".
  - (2) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
    - (a) the consideration of the Annual Financial Report, Directors' Report and Auditor's Report;
    - (b) the announcement of the election of Directors;

- (b) the appointment of the auditor;

### **Convening General Meetings**

- 19. (1) The President of the Society may convene a meeting of the Society's Members.
- (2) Where at least half of the Directors appointed to and holding office at the time agree, the Secretary must convene a meeting of the Society's Members.
- (3) The Directors must convene a meeting of the Society's Members on the request of Voting Members in accordance with section 249D of the Act. The Voting Members may convene a meeting of the Society's Members in accordance with sections 249E and 249F of the Act.
- (4) The Secretary must convene a meeting of the Society's Members pursuant to Article 14(2) of this Constitution.

### **Notice of General Meetings**

- 20. (1) A notice of a meeting of the Society's Members shall specify:-
  - (a) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) the general nature of the business to be transacted at the meeting; and
  - (c) such other information as is required by section 249L of the Act.
- (2) The Society may hold a meeting of its Members at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (3) Subject to the provisions of the Act relating to agreements for shorter notice, at least 21 days notice must be given of a meeting of the Society's Members.
- (4) Notice of every meeting of the Society's Members shall be given in the manner authorised to:—
  - (a) every Member and to every Director; and
  - (b) the auditor for the time being of the Society.

No other person is entitled to receive notices of meetings of the Society's Members.

### **Chairing General Meetings**

- 21. (1) The President shall be entitled to chair every meeting of the Society's Members.
- (2) Where a meeting of the Society's Members is held and the President is not in attendance or has elected not to chair the meeting, the Vice-President shall chair the meeting. If the Vice President is not in attendance or has elected not to chair the meeting, the Members present shall elect one of their number to chair the meeting (or part of it).



## **Quorum for General Meetings**

22. (1) No business shall be transacted at any meeting of the Society's Members unless a quorum of Members is present at the time when the meeting proceeds to business.
- (2) A quorum is constituted by ten (10) Voting Members entitled to attend and vote at a meeting of the Society's Members.
- (3) For the purpose of determining whether a quorum is present, a person attending as a proxy for a Member, or as a corporate representative of a Corporate Member, shall be deemed to be a Member.

## **Adjournment of General Meetings**

23. If a quorum is not present within half an hour from the time appointed for the meeting:—
- (1) where the meeting was convened upon the request of Members — the meeting shall be dissolved;
- (2) or in any other case:—
- (a) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
- (b) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be dissolved.
- (3) The Chairman shall adjourn a meeting of the Society's Members from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairman to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting of the Society's Members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (5) Except as provided by Article 23(4), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Voting at General Meetings**

24. (1) A resolution put to the vote at any meeting of the Society's Members shall be decided on a show of hands unless a poll is demanded.
- (2) The election of the Directors of the Society shall be conducted by postal vote in accordance with Appendix 4 unless otherwise determined by the Board of Directors under Article 29.
- (3) Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) Subject to any rights or restrictions for the time being attached to any Member:-

- (a) at meetings of the Society's Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney or representative; and
  - (b) on a show of hands every person present who is a Member or a proxy or an attorney or a corporate representative of a Member has one vote, and on a poll every Member present in person or by proxy or attorney or representative has one vote.
- (5) Where a Member has submitted a Directed Proxy, the votes cast by that proxy must be in accordance with the directions of the Member as set out in the Directed Proxy.

If the Membership is held jointly and more than one such joint Member votes, only the vote of the Member whose name appears first in the Member Register counts.

- (7) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a meeting of the Society's Members as if the committee, trustee or other person were the Member.
- (8) Subject to Articles 8(2)(b) and 9(2), a Member is not entitled to vote at a meeting of the Society's Members unless the Member is a Voting Member.
- (9) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the Chairman of the meeting of the Society's Members, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

### **Demand for a Poll**

25. (1) A Poll may (before a vote is taken or before or immediately after the declaration of the result of the show of hands) be demanded:—
- (a) by the Chairman; or
  - (b) by at least three (3) Members (present in person or by proxy or representative) entitled to vote on the resolution.
- (2) The demand for a Poll may be withdrawn.
- (3) If a Poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.
- (4) A Poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.

### **Casting Vote of Chairman**

26. In the case of an equality of votes, whether on a show of hands or on a Poll, the Chairman of the meeting of the Society's Members at which the show of hands takes place or at which the Poll is demanded has a casting vote in addition to any vote the Chairman may have in his capacity as a Voting Member.

## Proxies

27. (1) A Voting Member of the Society who is entitled to attend and cast a vote at a meeting of the Society's Members may appoint a person (whether or not a Member of the Society) as the Member's proxy to attend and vote for the Member at the meeting.
- (2) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.
- (3) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (4) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (5) An instrument appointing a proxy shall be in the form as determined by the Board from time to time.
- (6) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are deposited, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the registered office of the Society or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- (7) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the appointor, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

## **DIRECTORS**

### **Composition of the Board**

28. (1) The Board of Directors shall consist of the following persons:
- (a) six (6) Zone Directors; and
  - (b) not more than two (2) other persons as may from year to year be appointed by the Board provided that any person so appointed shall only hold office until the end of the next Annual General Meeting following their appointment.

### **Qualification and Election of Directors**

29. (1) Subject to this Constitution, the qualification and manner of election and appointment of each Director shall be determined by the Board from time to time. Matters to be determined by the Board shall include, but are not limited to:—
- (a) the eligibility of candidates;
  - (b) the nomination of candidates;
  - (c) the manner in which Members residing in a particular Zone will elect a Director to represent that Zone;
  - (d) the provision of information to Members concerning candidates;
  - (e) methods of voting;
  - (f) the form and content of candidate nomination, ballot papers and election forms;
  - (g) the validation and counting of votes; and
  - (h) the appointment and duties of the Returning Officer and any scrutineers.
30. Notwithstanding the generality of Article 29:—
- (1) every person offering himself for election as a Director and every person who holds office as a Director must be a Financial Member and either a Full Member, a Life Member or an Honorary Life Member of the Society or, where such members are Business Associations or a Government instrumentality, a Members Nominee, by way of qualification.
  - (2) a Director shall be elected by postal ballot conducted in accordance with Appendix 4 and his election shall be announced at the Annual General Meeting and shall commence to hold office from the conclusion of the Annual General Meeting at which his election is announced.

### **Term of Office**

31. Subject to the Act and any other provisions of this Constitution, a Director's term of office:
- (1) starts at the end of the Annual General meeting at which the Director's election is announced; and

- (2) ends at the end of the third Annual General Meeting after the Annual General Meeting at which the Director's election is announced.

### **Casual Vacancies**

32. (1) The Board may appoint a person to be a Director if a Director's office becomes vacant other than because the Director's term of office has ended.
- (2) The Board may only appoint a person who is eligible to be a Director under Article 30.
- (3) The term of office for a director appointed to fill a vacancy in paragraph (1) ends at the end of the next Annual General Meeting after the Director's appointment.
- (4) Where a casual vacancy is to be filled in respect of a Zone Director, the Board shall use its best endeavours to fill that vacancy by appointing a person from the Zone in which the vacancy has arisen.
- (5) Prior to the next Annual General Meeting immediately following a Director's office becoming vacant other than because the Director's term of office has ended: -
  - (a) an election by postal ballot will be conducted in accordance with Appendix 4 to fill the vacant office;
  - (b) a Director so elected to fill a vacant office shall commence to hold office from the conclusion of the Annual General Meeting at which the Director's election is announced until the time when the vacant office which the Director has filled would have ended had it not become vacant.

### **Removal of a Director**

33. Voting Members entitled to vote may at any time and from time to time in accordance with section 203D of the Act remove any Director.

### **Loss of Office as a Director**

34. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:—
  - (1) dies or 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;
  - (2) resigns from office by notice in writing to the Society;
  - (3) is absent without the consent of the Directors from two (2) consecutive meetings of the Directors;
  - (4) without the consent of the Society in general meeting holds any other office of profit under the Society;
  - (5) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of that interest as required by Article 45;
  - (6) is expelled or suspended as a Member pursuant to this Constitution, or otherwise ceases to be a Financial Member of the Society.

## **Defects in Appointment of Directors**

35. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a Member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee.

## **Remuneration of Directors**

36. The Directors shall not be paid by way of remuneration for their services provided that:—
- (1) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a Director shall be paid where the payment does not exceed the amount previously approved by the Board; or
  - (2) payment for any service rendered to the Society in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
  - (3) payment is as an employee of the Society where the terms of employment have been approved by resolution of the Board

## **Powers and Duties of Directors**

37. (1) Subject to the Act and to any other provision of this Constitution, the business of the Society shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Society, and may exercise all such powers of the Society as are not, by the Act or by this Constitution, required to be exercised by the Society in a meeting of the Society's Members.
- (2) Without limiting the generality of Article 37(1), the Directors may exercise all the powers of the Society to borrow money, to charge any property or business of the Society and to issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person.
- (3) Any proposal by the Board to sell or dispose of the Society's main undertaking shall be subject to ratification by the Society in general meeting.
- (4) The Board may delegate any of its powers to any committee or any other person or persons. The Board may permit the delegate to sub-delegate any powers delegated to them.
- (5) The Board must establish policies for the guidance of delegates in the exercise of any powers so delegated.

## **Appointment of Attorney**

38. (1) The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Society for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

## **Negotiable Instruments**

39. All cheques, promissory notes, bankers drafts, bills 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 in such manner as the Directors determine from time to time.

## **MEETINGS OF DIRECTORS**

### **Minimum Number of Meetings**

40. (1) The Board of Directors must meet at least three (3) times each year.
- (2) In observing the statutory and common law duties imposed on Directors, the Board shall meet as often as is necessary to adequately discharge such duties.
- (3) A meeting of the Directors may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.

### **Convening Meetings of Directors**

41. The Board may at any time, and the Secretary shall on the requisition of a Director, convene a meeting of the Directors.

### **Quorum for Directors' Meetings**

42. At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is that number of Directors which is equivalent to at least half of the number of Directors appointed to and holding office at the time, provided that each such person is a Director and is entitled under the Act to vote on a motion that may be moved at that meeting.

### **Chairman**

43. (1) The President of the Society shall act as Chairman and the Vice-President shall act as Deputy Chairman of any Board meetings during the currency of their tenure in such office.
- (2) Where a meeting of the Directors is held and the President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, then the Vice-President shall act as Chairman of the meeting.
- (3) Where a meeting of the Directors is held and neither the President nor the Vice-President is present within ten (10) minutes after the time appointed for the holding of the meeting or neither is willing to act for all or part of the meeting, then the Directors present shall elect one of their number to be Chairman of such meeting or part of it.

### **Voting At Directors' Meetings**

44. (1) Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

- (2) In a case of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to any vote the Chairman may have in his capacity as a Director.

### **Directors' Conflicts of Interest**

45. (1) Subject to the Act, no Director shall be disqualified by his office from contracting or entering into any arrangement with the Society either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Society in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Society for any profit realised by any such contract or agreement, by reason of such Director holding that office or of the fiduciary relation thereby established, but every Director shall observe the provisions of Section 191 of the Act relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Society or of any office or property held by Directors which might create duties or interests in conflict with their duties or interests as Directors as if the Society were a proprietary Society.
- (2) Subject to the Act, a Director shall not vote in respect of any contract or arrangement in which such Director is interested in the manner described in Article 45(1) nor be present at a meeting whilst the contract or arrangement is being considered at that meeting.
- (3) A Director who is interested in any contract or arrangement as aforesaid may notwithstanding such interest attest the affixing of the Seal of the Society to any document evidencing or otherwise connected with such contract or arrangement.

### **Circulating Resolutions**

46. (1) The Board may pass a resolution without a Board meeting if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document,
- (2) Separate copies of a document may be used for signing by different Directors if the wording of the resolution and statement is identical in each copy.

## **THE EXECUTIVE**

### **Composition of the Executive**

47. The Executive of the Society shall be comprised of:—
- (1) the President;
  - (2) the Vice-President;
  - (3) the Treasurer;
  - (4) the Immediate Past President provided that he consents and continues to hold the office of Director, or
  - (5) up to two (2) other persons.



## **Appointment and Tenure of Executive**

48. (1) At the first Board meeting after each Annual General Meeting, the Directors shall elect one of their number to the office of President of the Society and another of their number to the office of Vice-President of the Society.
- (2) From time to time the Executive may appoint up to a further two (2) persons, who may or may not be Directors, subject to Board approval.
- (3) Each member of the Executive shall hold office until the first Board meeting after the next Annual General Meeting following their appointment, (or, where a member is a Director when that member ceases to hold office as a Director if that first occurs) after which time they will then retire but will be eligible for re—election. No Director may hold the office of President for more than four consecutive terms.

## **Delegation of Powers from Board**

49. During intervals between Board meetings, the Executive shall exercise such of the functions, powers and discretions of the Board as may be delegated to it from time to time by the Board, and shall meet at least five (5) times in each calendar year.

## **Restricted Powers of Executive**

50. (1) Notwithstanding Article 49, the Executive shall not be empowered to exercise the functions, powers and discretions of the Board in the following matters:—
- (a) the formulation, amendment or approval of any rules or regulations of the Society and the Zones;
- (b) the prescription of the breed type and characteristics of Murray Grey cattle required for the registration in the Herd Book;
- (c) any expenditure exceeding that amount prescribed by the Board in any particular respect;
- (d) any matters pertaining to the appointment of Directors to the Board.

## **Executive to Report to Board**

51. The Executive shall make a full report to each Board meeting in respect of all acts and decisions done or executed by the Executive since the last meeting of the Board.

## **Committees Appointed by the Executive**

52. (1) The Executive may delegate any of its powers to a committee or committees consisting of such of their number as the Executive thinks fit.
- (2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Executive and a power so exercised shall be deemed to have been exercised by the Executive.

- (3) The members of a committee may elect one of their number as Chairman of their meetings.
- (4) Where such a meeting is held and:—
  - (a) a Chairman has not been elected as provided by Article 52(3); or
  - (b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,the Members present shall elect one of their number to be Chairman of the meeting or part of it.
- (5) A committee may meet and adjourn as it thinks proper.
- (6) Questions arising at a meeting of a committee shall be determined by a majority of votes of its members present and voting.
- (7) In the case of an equality of votes, the Chairman shall not have a casting vote in addition to any vote the Chairman may have in his capacity as a member of that committee.

## **APPOINTED OFFICERS**

### **Secretary**

- 53. (1) The Board must appoint a person to the office of Secretary of the Society upon such terms and for such period and salary as the Board from time to time determine.
- (2) The person holding office as Secretary need not be a Member nor the corporate representative of a Corporate Member of the Society.
- (3) The Secretary shall be subject to the directions of the Board and shall be responsible to carry out such functions and duties as the Board may determine from time to time and such duties as are imposed on a Secretary pursuant to the Act.
- (4) The Secretary shall be entitled to receive notice of, to attend and speak at all meetings of the Members and of the Directors but shall have no right to vote at any such meeting unless the Secretary is:—
  - (a) in the case of a meeting of the Members — a Voting Member; or
  - (b) in the case of a Board meeting — a Director.

### **Treasurer**

- 54. (1) The Board may appoint a person to the office of Treasurer of the Society upon such terms and for such period and salary as the Board from time to time determine,
- (2) The person holding office as Treasurer need not be a Member nor the corporate representative of a Corporate Member of the Society.
- (3) The Treasurer shall be subject to the directions of the Board and shall be responsible to carry out such functions and duties as the Board may determine from time to time.

- (4) The Treasurer shall be entitled to receive notice of, to attend and speak at all meetings of the Members and of the Directors but shall have no right to vote at any such meeting unless the Treasurer is:—
- (a) in the case of a meeting of the Members —a Voting Member; or
- (b) in the case of a Board meeting — a Director.

## **OTHER ROLES**

### **Patron and Vice—Patron**

55. The Board may from time to time appoint a suitable person to the role of Patron or Vice—Patron of the Society. The role of Patron or Vice—Patron shall not be held to fall within the definition of an Officer as defined in section 9 of the Act.

## **INDEMNIFICATION AND INSURANCE OF OFFICERS**

### **Indemnification of Officers**

56. To the extent permitted by the Act:-
- (1) the Society indemnifies every person who is or has been an Officer of the Society or of a wholly-owned subsidiary of the Society against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Act; and
- (2) the Society indemnifies every person who is or has been an Officer of the Society or of a wholly-owned subsidiary of the Society against any liability incurred by the person, as an Officer of the Society or of a wholly-owned subsidiary of the Society, to another person (other than the Society or a related body corporate of the Society) unless the liability arises out of conduct involving a lack of good faith.

### **Insurance for Officers**

57. The Society may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Society or of a subsidiary of the Society against a liability:-
- (1) incurred by the person in his capacity as an Officer of the Society or a subsidiary of the Society or in the course of acting in connection with the affairs of the Society or a subsidiary of the Society or otherwise arising out of the Officers holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Society or a subsidiary of the Society or a contravention of sections 182 or 183 of the Act; or
- (2) for costs and expenses incurred by that person in defending proceedings, whatever their outcome,

### **Further Definitions**

58. In Articles 56 and 57:- \_\_\_\_\_

- (1) the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his capacity as such an Officer or in the course of acting in connection with the affairs of the Society or a wholly-owned subsidiary (in Article 56) or subsidiary (in Article\_57) of the Society or otherwise arising out of the Officer's holding such office (including proceedings alleging that he was guilty of negligence, default, breach of trust or breach of duty in relation to the Society or a wholly-owned subsidiary (in Article 56) or subsidiary (in Article\_57) of the Society); and
- (2) the term "Officer" as the meaning given to that term in section 9 of the Act.

## **ADMINISTRATION**

### **Minutes**

59. (1) The Directors will cause minutes to be drawn up of:
  - (a) all proceedings and resolutions of meetings of the Society's Members;
  - (b) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
  - (c) resolutions passed by Directors without a meeting,to be duly entered into the books kept for that purpose in accordance with the Act.
- (2) A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (3) Books containing the minutes of the meetings of the Society's Members will be open for inspection by any Member free of charge.

### **Herd Book**

60. (1) The Board shall keep or cause to be kept a Herd Book containing details of animals owned by Full Members, Life Members or Junior Members and registered with the Society.
- (2) The Board may from time to time make regulations governing:—
  - (a) the maintenance of the Herd Book;
  - (b) the information to be recorded in the Herd Book; and
  - (c) the eligibility of animals for registration and entry in the Herd Book.

### **Inspection of Records**

61. Subject to the Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Society or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Society except as provided by law or authorised by the Directors or by the Society in meeting of the Society's Members.

## **Execution of Documents**

62. (1) The Society may have a Seal, known as the common seal, on which its name, its Australian Society Number and the words "Common Seal" are engraved.
- (2) If the Society has a seal the Directors shall provide for the safe custody of the Seal.
- (3) The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- (4) The Society may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by two (2) persons who are:—
- (a) Directors; or
  - (b) the Secretary.
- The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
- (5) The Society may execute a document without using a seal if the document is signed by two (2) persons who are:—
- (a) Directors; or
  - (b) the Secretary.
- (6) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Society have reported to the Board in writing that the document may be sealed in that manner.

## **By-Laws, Regulations and Rules**

63. (1) The Board has power to make By—Laws, Regulations and Rules concerning any matter which the Board believes suitable for including in such documents.
- (2) The By—Laws, Regulations and Rules (if any) shall be made available to all:—
- (a) Members;
  - (b) Applicants;
  - (c) Directors;
  - (d) the Secretary,
  - (e) members of the Executive.

## **Alteration of Constitution**

64. The Society may only alter this Constitution by special resolution passed at a properly convened general meeting of the Members.

## **Notices**

65. (1) A notice may be given by the Society to any Member either:
- (a) by serving it on him personally;
  - (b) by sending it by post, facsimile transmission or electronic transmission to him at his address as shown in the Register or to the Service Address supplied by him to the Society for the giving of notices to him.
- (2) Where a notice is sent by:—
- (a) post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
  - (b) by facsimile transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Society receives notification that the transmission was not successful.
  - (c) by electronic transmission, service of the notice shall be deemed to be effected within twenty four (24) hours of the transmission, unless the Society receives notification that the transmission was not successful.
- (3) A notice may be given by the Society to joint Members by giving the notice to the joint Member first named in the register of Members.

## **FINANCIAL MATTERS**

### **Application of Income and Property**

66. (1) The income and property of the Society however derived will be applied solely towards the promotion of the objects of the Society as set out in this Constitution, and no portion of the income or the property of the Society will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Society.
- (2) Nothing in this Constitution shall prevent the payment in good faith:
- (a) of out of pocket expenses incurred by a director in the performance of any duty as Director of the Society where the amount payable is approved by the Directors of the Society.
  - (b) for any service rendered to the Society by a director in a professional or technical capacity, other than in the capacity as a director, where the provision of the service has the prior approval of the directors of the Society and where the amount payable is approved by the directors of the Society and is not more than an amount which commercially would be reasonable payment for the service; or
  - (c) of any salary or wage due to the director as an employee of the Society where the terms of employment have been approved by the directors of the Society.
  - (d) payment of insurance premiums to the extent permitted by law; and

- (e) indemnification to the extent permitted by law and this Constitution.

## **Accounts**

67. The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Society. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Society's affairs and explain its transactions.

## **Audit**

68. (1) A registered company auditor must be appointed at all times to act as the auditor of the Society.
- (2) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

## **Dividends and Reserves**

69. No payment of dividends or other distributions to Members shall be made.

# **WINDING UP**

## **Procedure**

70. The Society may be dissolved by a special resolution of Members at a meeting of the Society Members.

## **Contribution of Members on Winding Up**

71. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the Society being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding one hundred dollars (\$100.00), for the payment of the debts and liabilities of the Society contracted whilst the Member or past Member as the case may be was a Member of the Society, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

## **Distribution of Property on Winding Up**

72. (1) Where on the winding up of the Society or dissolution of the Society, there is a surplus of assets after satisfying all the Society's liabilities and expenses, the surplus will not be paid or distributed to the Members of the Society but will be given or transferred to some other institution, society or body:—
- (a) having objects similar to the objects of the Society;
  - (b) which prohibits the distribution of income, profit or assets to its Members; and
  - (c) which has gained approval from the Deputy Commissioner of Taxation to be recognised as a body whose income is exempt from taxation.

- (2) Such institution, society or body will be determined by the Members of the Society on or before the time of such winding up or dissolution. If the Members are unable to agree to such determination, the institution, society or body shall be determined by application to the Supreme Court in the State of incorporation of the Society.

## **TRANSITIONAL PROVISIONS FOR THE APPOINTMENT OF DIRECTORS**

73. (1) Notwithstanding any other provision of this Constitution those persons holding office as Director of the Society immediately before the commencement of this Constitution will continue to hold office as a Director until the end of the Annual General Meeting;
- (a) held during the 2007 calendar year in the case of a Director formally holding the office known as National Director;
  - (b) held during the 2007 calendar year in the case of the Directors formally holding the offices of Zone Director for New South Wales, South Australia and Queensland;
  - (c) held during the 2008 calendar year in the case of the Directors formally holding the offices of Zone Director for Victoria, Western Australia and Tasmania;
- (2) If the office of a Director formally known as a National Director becomes vacant **then** that office shall not be filled by way of casual vacancy.



## **APPENDIX 1**

### **CLASSES OF MEMBERSHIP – Article 8**

Full Members  
Associate/Commercial Members  
Junior Members  
Youth Members  
International Members  
Overseas Members  
Life Members  
Honorary Life Members  
Centenary Members

## APPENDIX 2

### ELIGIBILITY FOR ADMISSION TO CLASSES OF MEMBERSHIP Article 8

Full Members	A person with an active and demonstrable interest in the breeding of Murray Grey cattle may be admitted as a Full Member of the Society.
Associate/Commercial Members	Any person may be admitted by the Board to be an Associate/Commercial Member.
Junior Members	Any person under the age of twenty five (25) years may be admitted by the Board to be a Junior Member.
International Members	Any person who ordinarily resides outside Australia and who has an active and demonstrable interest in the breeding of Murray Grey cattle may be admitted by the Board to be an International Member.
Life Members	Any person who, in the opinion of the Board, has contributed significantly towards the objects and purposes of the Society, may be admitted as a Life Member of the Society.
Honorary Life Members	Any person who, in the opinion of the Board, has rendered significant service to the Board or the Executive and is deemed worthy of such membership and who accepts nomination as an Honorary Life Member of the Society, may be admitted as an Honorary Life Member of the Society.
Youth Member	Any person under the age of twenty five (25) years may be admitted by the Board to be a Youth Member.
Overseas Member	Any person who ordinarily resides outside Australia and who has an active and demonstrable interest in the breeding of Murray Grey cattle may be admitted by the Board to be an Overseas Member.
Centenary Member	Any person may admitted by the board to be a Centenary Member during the course of 2005.

## APPENDIX 3

### RIGHTS AND PRIVILEGES CONFERRED BY CLASSES OF MEMBERSHIP

Full Members	A person who is a Full Member shall have the right to receive notice of and to attend and vote at all meetings of the Society, and have the right to record cattle.
Associate/Commercial Members	A person who is an Associate/Commercial Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings and cannot record cattle.
Junior Members	A person who is a Junior Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings, and has the right to record cattle.
International Members	A person who is an International Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings, and have the right to record cattle.
Life Members	A person who is a Life Member shall have the right to receive notice of and to attend and vote at all meetings of the Society, and have the right to record cattle.
Youth Member	A person who is a Youth Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings and cannot record cattle.
Centenary Member	A person who is a Centenary Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings and cannot record cattle.
Overseas Member	A person who is an Overseas Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings and cannot record cattle.
Honorary Life Members	A person who is an Honorary Life Member shall have the right to receive notice of and to attend all meetings of the Society but shall not have the right to vote at such meetings and have the right to record cattle.

## APPENDIX 4

### Postal Ballot for Election of Directors

#### 1. Election

- (1) An election of Directors is held by secret ballot in accordance with the provisions of these Rules.
- (2) The following table sets out the timetable for election of Directors by members

Steps in Election Procedure	Time
Call for nominations (see rule 2 (1))	At least 60 days before Annual General Meeting
Nominations close	At least 21 days after call for nominations
Ballot papers despatched	Not less than one month before AGM
Conduct of ballot	Prior to AGM
Announcement of directors	AGM

#### 2. Nominations

- (1) The Board must give members a notice calling for members to nominate candidates not less than 60 days before the Annual General Meeting. The Board may give this notice, in addition to the methods allowed in the Constitution by advertisement:
  - (a) at the Society's offices: and /or
  - (b) in newspapers.
- (2) The date nominations close:
  - (a) is determined by the Board;
  - (b) must be no earlier than 21 days after notice is given under paragraph (1):
  - (c) must be specified in the notice given under paragraph (1).
- (3) 2 financial members together have the right to nominate a candidate. To nominate a candidate, the 2 members must give the Society a notice of nomination before nominations close. The notice of nomination must:
  - (a) declare that the candidate is eligible to be a director;
  - (b) declare that the candidate is at least 18:
  - (c) be signed by the nominating members and the candidate; and
  - (d) the 2 members must be each resident in the same Zone as the candidate.

- (4) The candidate must provide the Society with all information and consents the Society reasonably request to determine if the candidate is disqualified by law from acting as a Director.

### 3. **Proceeding with Election**

- (1) If the number of candidates is equal to or less than the number of positions to be filled:
  - (a) the Annual General Meeting may appoint each candidate as a director by passing a separate resolution at the Annual General Meeting;
  - (b) the election process otherwise set out in this Appendix is discontinued;
  - (c) and the Society must give each member a notice that:
    - (i) states that the election process has been discontinued;
    - (ii) sets out the name of each candidate: and
    - (iii) states that the Annual General Meeting will vote on the appointment of each candidate as a Director by a separate ordinary resolution at the Annual General Meeting.

### 4. **Appointment of Returning Officers**

- (1) The Board must appoint a returning officer, who may appoint assistant returning officers, none of whom can be an officer of the Society or a candidate.
- (2) The secretary must prepare and give the returning officer a roll of members.

### 5. **Appointment of Scrutineer**

- (1) A candidate may appoint a scrutineer.
- (2) The duties and responsibilities of scrutineers are:
  - (a) to observe the sorting, counting and recording of ballot papers;
  - (b) to ensure that the votes of unrejected ballot papers are correctly credited to the appropriate candidates; and
  - (c) to raise any query with the returning officer regarding any of the ballot papers.

### 6. **Ballot Papers**

- (1) After nominations have closed, the returning officer must prepare ballot papers for the election.
- (2) The order in which the candidates appear on the ballot paper is to be determined by the returning officer by lot.
- (3) The returning officer must ensure some authenticating mark appears on each ballot paper before issuing them to the members.
- (4) On issuing each ballot paper, the returning officer must mark the member's name off the roll of members.

## **7. Voting Procedures**

- (1) Postal voting will be conducted according to procedure specified by the returning officer as approved by the Board.
- (2) In approving postal voting procedures the Board must have regard to these matters:
  - (i) the extent to which the procedures are efficient in enabling the returning officer to detect any fraud or impropriety in the voting process;
  - (ii) the extent to which the procedures protect the anonymity of the voter;
  - (iii) instructions for voting are legible and clearly expressed so as to accurately inform members how to complete and lodge a ballot paper;
  - (iv) provisions for issuing a duplicate ballot paper when the original has been lost or spoiled;
  - (v) the extent to which procedures for receiving, checking, scrutinising and counting ballot papers are efficient; and
  - (vi) the conduct and functions of scrutineers appointed by candidates.
- (3) The Board must cause the postal voting procedures, as approved, to be displayed at the Society's registered office from the day before ballot papers are sent to members until the day after closure of the ballot.
- (4) A member is entitled to a copy of the postal voting procedures, on request.

## **8. Closure of Ballot**

The **ballot closes** at the time and on the date specified by the returning officer.

## **9. Distribution of Ballot Papers**

Not less than 28 days before the closing date for the ballot, the returning officer must cause to be sent to each member entitled to vote, at the address specified in respect of the member in the roll:

- (a) a ballot paper;
- (b) any other documents as required by the postal voting procedure.

## **10. Replacement of Ballot Papers**

- (1) If any member to whom a ballot paper has been sent satisfies the returning officer that the ballot paper has been spoilt, lost or destroyed, the returning officer may issue the member with a replacement ballot paper.
- (2) The returning officer must keep a record of all replacement ballot appears so issued.

## **11. Voting**

- (1) A member who wishes to vote in a postal ballot must:
  - (a) complete the ballot papers in accordance with the postal voting procedures; and

- (b) Subsequently deal with the ballot paper in accordance with the postal voting procedures.
- (2) A member's vote in the postal ballot may be counted only if:
  - (a) the member has voted in the way required by this Clause; and
  - (b) the returning officer received the ballot paper in accordance with the postal voting procedures on or before the date for the close of the postal ballot.

**12. Procedure After Close of the Ballot**

- (1) As soon as practicable after the ballot closes, the returning officer must ensure that the ballots are dealt with as follows:
  - (a) supervise the scrutinising of the ballot papers and reject informal ballot papers;
  - (b) count the votes;
  - (c) sign a declaration of the ballot as to the:
    - (i) names of the candidate appointed as directors;
    - (ii) votes cast for each candidate; and
    - (iii) (number of votes rejected as informal; and
  - (d) deliver the declaration to the secretary.
- (2) A ballot paper is informal if:
  - (a) it is not authenticated by the returning officer; or
  - (b) it has no vote indicated on it or it does not indicate the member's preference for a candidate.
- (3) The secretary must announce the results of the ballot at the Annual General Meeting.
- (4) If a member gives the Society a written request, the Society must make available to any member a copy of the returning officer's declaration of the ballot.
- (5) The returning officer must destroy the ballot papers three months after the declaration of the ballot.

**13. Voting System**

- (1) The candidates with the highest number of votes in accordance with the number of vacancies are appointed as Directors.
- (2) If 2 or more candidates have the same number of votes the candidate appointed as a Director is determined by lot.