

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF
ILLAWARRA CATTLE SOCIETY
OF AUSTRALIA LTD**

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The Act

Society Limited by Guarantee

MEMORANDUM OF ASSOCIATION OF THE ILLAWARRA CATTLE SOCIETY OF AUSTRALIA LIMITED

1. The name of the Company herein after to be called the Society is to be known as ILLAWARRA CATTLE SOCIETY OF AUSTRALIA LIMITED.
2. The objects for which the Society has been established are:-
 - a) To take over the funds records and other assets and the liabilities of and to perform the functions of the unincorporated body known as the Illawarra Cattle Society of Australia of 33 Bong Bong Street, Kiama.
 - b) To maintain the purity and promote the improvement of the Illawarra Breed of Cattle.
 - c) To collect, verify and publish information relative to Illawarra Cattle Society of Australia.
 - d) To foster and encourage the testing of Illawarra Cattle Society of Australia herds throughout Australia, both for individual and collective tests, and to assist in formulating rules to be used in taking such tests, and also preserve data of tests.
 - e) To compile, print and publish, at intervals, a herd book of Illawarra Cattle Society of Australia.
 - f) To hold shows of Illawarra Cattle or offer prizes at shows at which Illawarra Cattle are exhibited.
 - g) To promote in any way not mentioned above the interests of Breeders of Illawarra Cattle.
 - h) To compile a list of individuals competent to judge Illawarra Cattle.
 - i) To get in touch with the principal agricultural societies throughout Australia with a view to having the Breed fully represented in their schedules of prizes.
 - j) To establish relations with societies having similar objects and encourage exchanges with societies of a like nature.
 - k) To prescribe or approve standard or other conditions in relation to sales or exhibition of cattle.
 - l) To regulate the conduct of Members in relation to exhibitions and sales of cattle and in relation to the maintenance and conduct of stud cattle and to impose such penalties upon Members as may be considered desirable.
 - m) To make regulations and by-laws for the purpose of carrying out or giving effect to any of the objects of the Society.
 - n) To subscribe to, become a Member of and co-operate with any other 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 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 Clause 3 of this Memorandum.

- o) In furtherance of the objects of the Society to buy, sell and deal in all kinds of apparatus, literature and other items required by the Member of the Society or persons frequenting the Society's premises.
- p) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any 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.
- q) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Society's objects or any of them; and to obtain from any such Government or Authority any rights, privileges and concessions which the Society thinks it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- r) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Society.
- s) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Society or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- t) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- u) To invest and deal with the money of the Society not immediately required in such manner as may be permitted by law for the investment of trust funds.
- v) To borrow or raise or secure the payments of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off any such securities.
- w) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange bills of lading and other negotiable or transferable instruments.
- x) In furtherance of the objects of the Society to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.
- y) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- z) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in paragraph (g) of this Clause 2.
- aa) To take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscriptions or otherwise.
- bb) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.

- cc) In furtherance of the objects of the Society 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 income and property among its or their Members to an extent or least as great as that imposed upon the Society under or by virtue of Clause 3 of this Memorandum.
- dd) In furtherance of the objects of the Society 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.
- ee) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the society is authorised to amalgamate.
- ff) To make donations for patriotic or charitable purposes.
- gg) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

Without limiting the generality of the foregoing the Society has the powers set out in Section 161 of the Corporation Law.

3. The income and property of the Society whensoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum 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 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 Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any Member to the Society but so that no Member of the Board 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 the Board except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society. Provided that the provision last aforesaid shall not apply to any payment to any Society of which a Member of the Committee 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.

4. The liability of the Members is limited.
5. 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 (1) year after he ceases to be a Member for payment of debts and liabilities of the Society contracted before he ceases to be a Member and of costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding Twenty Dollars (\$20.00).
6. 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 institution or institutions 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 Clause 3 hereof such institution or institutions to be determined by the Members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

7. 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 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 regulations of the Society 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 one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Act.
8. The full names addresses and occupations of the subscribers are as follows:-

<u>Name and Address</u>	<u>Occupation</u>
Clarence Ray MARQUARDT "Cedar Valley" PO Box 69 Wondai QLD 4606	Dairy Farmer
Keith Bernard DOWNES "Athelglow" PO Box 15 Berry NSW 2535	Dairy Farmer
Gordon Arthur DOWNES Minnamurra Falls Road Jamberoo NSW 2535	Dairy Farmer
John Michael O'GORMAN RMB 115, Harley Hill Rd Berry NSW 2535	Dairy Farmer
John Strange EAST "Glenburn" Jamberoo NSW 2533	Dairy Farmer

We, the several persons whose names are subscribed hereto are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Signatures of Subscribers

Signature and Address of Witness

Dated this 16th day of December 1991.

Corporations Act 2001 (CTH)

Society Limited by Guarantee

**ARTICLES OF ASSOCIATION
OF
ILLAWARRA CATTLE SOCIETY OF AUSTRALIA LIMITED**

INTERPRETATION

1. In these regulations: -

“Act” means the Corporations Act 2001 (Cth) including as amended from time to time;

“Annual General Meeting” means an annual meeting held by the Society in accordance with these Articles;

“Approved Publication” means any publication approved by the Board, from time to time, as the official publication for the Society, for the publication of news and notices to members by the Society;

“Articles” means these Articles of Association and all supplementary substituted or amending Articles for the time being in force;

“Board” means the Board of Directors of the Society (previously known as the ‘Federal Council’ of the Society) established in accordance with these Articles the Members of which are the Directors of the Society for the purposes of the Act and shall be the board of Directors of the Society;

“Branch Annual General Meeting” means an annual meeting held by a Branch in accordance with these Articles;

“Branch General Meetings” means a general meeting called by a Branch from time to time in accordance with these Articles;

“Branch President” means the president of a Branch elected to perform the role of president for the Branch in accordance with these Articles;

“Branch Regulation” means a regulation made by a Branch, in relation to that Branch only, and that is in accordance with these Articles;

“Branch Secretary” means the secretary of a Branch to perform the role of secretary for the Branch in accordance with these Articles;

“Branch Treasurer” means a treasurer appointed by a Branch to perform the role of treasurer for the Branch in accordance with these Articles;

“Branch Vice-President” means the resident of a Branch elected to perform the role of vice president for the Branch in accordance with these Articles;

“Branch” means all Members of an area in which a Branch has been formed, which is approved by the Board and administers the affairs of the Society in one or more states or part of a state. A Branch shall be constituted as a Sub-Committee of the Society. In relation to the

exercise of any power, references to a Branch shall be deemed a reference to its Branch Committee;

“Breed” means the Illawarra breed of cattle;

“Breeder” in relation to an animal means the person who owns the dam of the animal at the date when the animal is born;

“Committee” means a Committee of a Branch appointed by the Board in accordance with these Articles;

“Director” means any person appointed from time to time as Director on the Board of Directors of the Society of the Company (previously known as a ‘Councillor’ of the society) and who are the Directors of the Society for the purposes of the Act;

“Fees” shall include all monies payable in respect of the registration of a prefix tattoo mark or fire brand or in respect of the registration of an animal in the Herd Book and shall include charges made by the Society in respect of any inspection of stock or of the books and records of a Member but shall exclude entrance fees (if any) payable by a person upon becoming a Member of the Society;

“Financial Matters” means any matter or issue relating to the accounts, fees or financial viability of the Society or any other issue that the Board determines, in its sole discretion, is a Financial Matter;

“Financial Member” means a Member of the society who shall not be in default for more than one year in the payment of any subscription payable by him in accordance with the Regulations of the Society;

“General Meetings” means a general meeting called by the Board from time to time in accordance with these Articles;

“Honorary Treasurer” means any person appointed from time to time by the Board to perform the duties of the treasurer of the Society and is either a Director or Non-Member Director of the Society for the purpose of the Act;

“Immediate Past President” means the Member occupying the position of President prior to the incumbent President.

“Member” except where the context indicates otherwise means a person or persons or a firm or a Society registered in the records of the Society as a Member of the Society;

“Non-Member Director” means a person that is not appointed by a Branch but who is appointed to the Board pursuant to these Articles;

“Office of the Society” means the Office in Kiama of the Board;

“Officer” means any person appointed or elected from time to time to perform the duties of President, Honorary Treasurer or Director;

“President” means the Member elected from time to time in accordance with these Articles as the President of the Society;

“Registered Owner” in relation to an animal denotes the person recorded as the owner of that animal in the Society’s records;

“Regulations” means the Regulations of the Board from time to time in force and in respect of Members of each Branch include the Regulations of that Branch to the extent to which such Branch Regulations do not conflict with the Regulations of the Board;

“Seal” means the Common Seal of the Company;

“Secretary” means any person appointed to perform the duties of a secretary of the Society and is the secretary of the Society for the purposes of the Act;

“Society” means the Company above named;

“State” means the State of New South Wales;

“Sub-Committee” means a sub-committee of the Society or a Branch appointed in accordance with these Articles;

“Voting Members” means the members of the Society, who, under these Articles, are entitled to receive notice of, attend and vote at General Meetings and who are the Members of the Society for the purposes of the Act.

Singular includes the plural and vice versa except where the context signifies otherwise.

Words implying the masculine include the feminine except where the context signifies otherwise.

Words implying person include the feminine except where the context signifies otherwise.

Words implying persons include corporation, companies and partnerships.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in the visible form.

Words or expressions contained in these Articles shall be interpreted in accordance with the Act.

2. The Society is established for the purpose set out in the Memorandum of Association.
3. The Society shall not employ its funds in the provision of loans to Members or other forms of financial assistance where such employment is in contravention of the Act.

MEMBERSHIP

4. The number of Members with which the Society proposes to be registered is 500 but the Board may from time to time register an increase of Members.
5. The Membership of the Society shall comprise:
 - a) The subscribers to the memorandum of association;
 - b) Such of the Members of the unincorporated body referred to in clause 2(a) of the memorandum of association as shall notify their intention in writing to become a Member of the Society on or before the expiration of three (3) months from the date of incorporation of the Society; and
 - c) Such other persons as the Board shall admit to Membership in accordance with these articles.
6. Every Member of the Society shall be a Member of one or more of the Branches and as a consequence of Membership of a Society shall be a Member of a Branch.
7. Subject to the Articles and to such regulation as may from time to time be passed by the Board any person may be admitted to Membership of the Society by the Board upon application for Membership being duly made in writing by such person and provided such person is resident

within the territory of a Branch and that the Board is satisfied that he is a person of good standing and repute.

8. For the purpose of the Articles a person may be resident in more than one place and shall be deemed to be resident wherever he has his breeding herd.
9. An application for Membership shall be in writing in such form as may from time to time be prescribed by the Board.
10. The Board may refuse any application for Membership without assigning any reason therefor.
11. Any person who in the opinion of a Branch Committee has rendered special service to the Society or to such Branch may upon the recommendation of the Branch be appointed a Patron of the Society by resolution of the Board carried by a majority representing three-fourths of the Members of the Board.

REGISTER OF MEMBERS

12. A register of Members of each Branch and of the address, the registered prefix and the registered tattoo of each Member of the Branch shall be kept by the Branch Committee and a register of Members of the Society, and of the address, the registered prefix, and the registered tattoo of each Member shall be kept by the Board. Each Branch register of Members shall be kept at the office of the Secretary of the Branch and each register of the Society shall be kept by the Board at the office of the Society; every register of Members be available to Members of the Society for inspection at all reasonable times; each Member shall notify his Branch Secretary of any change of address and in case of a firm every change in the constitution of the firm and every such change shall be reported in writing to the Society by the Branch Secretary and shall be recorded in the register of the Society and in the Branch register.
13.
 - a) A Member shall cease to be a Member of the Society :
 - i) If he shall resign by notice in writing to the Branch Secretary to that effect;
 - ii) If he shall die or being a Company shall go into liquidation or being a firm shall dissolve; PROVIDED THAT the estate of a deceased Member may by its personal representative and a Company in liquidation may be its liquidator continue as a Member of the Society if notice in writing to that effect shall be given by the personal representative or the liquidator as the case may be to the Branch Secretary;
 - iii) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health ;
 - iv) If his annual subscription, whether payable to the Society or to a Branch of which he is a Member, remains unpaid on the due date for payment and the Board resolves that he no longer be a Member of the Society; or
 - v) If he shall wilfully refuse or neglect to comply with the Memorandum of Association or these Articles or if he shall be guilty of any conduct which in the opinion of the Board is unbecoming or prejudicial to the interests of the Society and in any such case the Board passes a resolution for his expulsion.
 - b) A resolution for the expulsion of a Member pursuant to sub-paragraph (a) (v) of this Article shall not be passed by the Board unless the Member has been given not less than seven (7) days notice in writing of the meeting at which the resolution for his expulsion is to be considered and of the intended resolution and of what is alleged against him. The Member shall be entitled to attend the meeting and before the passing of the resolution give orally or in writing any explanation he thinks fit. Any Member expelled by resolution of the Board may appeal against expulsion by notice in writing lodged with the Secretary within fourteen (14) days after receipt by him of

notice of the passing of the resolution for expulsion. Upon receipt of the notice of appeal the Society shall call a General Meeting of the Society for the purpose of determining the appeal. If at the General Meeting a resolution for the repeal of the expulsion of the Member is not passed by a majority of two-thirds of those Members eligible to vote present and voting (whether in person or by proxy) the Member shall be expelled. If a resolution for the expulsion of the Member is passed by the Board and the appeal to the General Meeting of the Society is unsuccessful the Member may by notice in writing lodged with the Secretary within fourteen (14) days from the date of the General Meeting, appeal against the expulsion and elect to have that appeal dealt with by the Executive Committee of the RAS in the State of which the Branch of which he is a Member is located. In that event the Secretary shall by notice in writing lodged with the Executive Secretary of the RAS within seven (7) days of receipt of the notice of appeal from the Member, request the Executive Committee of the RAS. The Executive Secretary shall convene a meeting of the Executive Committee and shall give both the Board and the Member not less than seven (7) days notice on writing of the meeting. At the meeting and before the Executive Committee makes any decision both the Board and the Member shall have the opportunity of being heard orally or in writing. If at the Committee present at the meeting that the resolution of the Board for the expulsion of the Member be upheld then the Member shall be expelled and his name shall be removed from the register of Members of the Society. If any Member or officer of the Society is also a Member of the Executive Committee of the RAS he shall be ineligible to sit as a Member of that Executive Committee on any occasion when the Executive Committee is hearing an appeal against a resolution for the expulsion of a Member of the Society.

c) For the purposes of this article "RAS" means:-

The Royal Agricultural Society of New South Wales,

The Royal Agricultural Society of Victoria,

The Royal Agricultural Society of Western Australia,

The Royal Agricultural and Horticultural Society of South Australia,

The Royal National Agricultural and Pastoral Society of Tasmania,

The Royal National Agricultural Industrial Association of Queensland, and their respective successors as the case may be.

d) A Member being a firm shall not cease to be a Member by reason only of any change in the constitution of the firm.

14. Where a Member is a Company or a firm (a partnership) or a deceased estate or a trust:

a) The Member shall nominate a person as its representative who in which capacity shall be deemed to hold the qualification of a Member for purpose of election as a Director, Branch Committeeman or other officer and who shall be entitled to receive all notices to which such Member would otherwise as an individual be entitled and to attend and vote at all meetings in the name and on behalf of his principal;

b) The Member shall be responsible for all acts and omissions of its constituents or any of them whether partner, liquidator, executor, trustee, director or otherwise and shall also be responsible for the acts and omissions of its representative.

15. A Member may at any time by giving notice in writing to the Secretary resign his Membership of the Society but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Society and in addition for any sum not exceeding twenty dollars (\$20.00) for which he is liable as a Member of the Society under Clause 5 of the Memorandum of Association of the Society.

CREATION OF BRANCHES

16. The Board may create a Branch of the Society in and for any State or Territory of the Commonwealth but so that no Branch shall comprise less than five (5) Members all resident in such State or Territory.
17. Except as far as the Board may from time to time otherwise determine and subject to Article 18, no State or Territory shall have more than one Branch but a Branch in one State or Territory may include Members resident in any State or Territory which has no Branch and a Branch may with the consent of the Board constitute and embrace sub-Branches upon such conditions as the Board may from time to time prescribe.
18. All the Branches of the unincorporated body referred to in Clause 2(a) of the Society's Memorandum of Association shall be deemed to be the Branches of the Society upon the incorporation of the Society.

DISOLUTION OF BRANCHES

19. Any Branch whose membership falls below five (5) members all resident in the State or Territory in which the Branch is located, shall be notified by the Board and given twelve (12) months from the date of notification to increase its membership or show just cause why it should not be dissolved. Failing this the Branch shall be dissolved and the remaining members of the Branch shall become members of such other Branch as the Board shall determine
20. Any notification issued to a Branch under Article 19 must be in writing and include the following statements:
 - i) that membership of the Branch has fallen below the minimum membership required under these Articles: and
 - ii) That the Branch may be dissolved in 12 months from the date of the notice if membership remains below the minimum membership required under these Articles; and

That from the date of the notice the branch member appointed by the Branch as Director to the Board shall not be entitled to vote for the period of time membership of the Branch remains below the minimum required by these Articles
21. Any Director of the Board, that has been nominated to the Board by a Branch that subsequently receives a Notice in accordance with Articles 19 and 20, shall not be entitled to vote at Board meetings from the date of that notice until such time as the membership of the Branch has increased to the minimum required under these Articles.

BOARD

22. The Board shall comprise of the President (elected at the first meeting of the Board after the Annual General Meeting), the Immediate Past-President, and Directors (elected annually by the branches) as hereinafter provided. The first Board of the Society shall be those persons who are Councillors of the Federal Council of the unincorporated body referred to in Clause 2(a) of the Society's Memorandum of Association at the date of incorporation of the Society and they shall hold the same offices in the Society as they held in the Federal Council of the unincorporated body and shall be deemed to have been appointed pursuant to and hold office subject to these Articles of Association.

APPOINTMENT OF DIRECTOR

23. Members of the Board shall be appointed annually by the branches of the Society as follows:

- a) Each Branch shall be entitled to elect one Director in respect of each thirty (30) Members or part thereof comprised in such Branch provided that no Branch shall be entitled to elect more than three Directors to the Board.
 - b) The Board has the power to appoint such other persons (if any) as the Board may from time to time in its sole discretion appoint to the Board (Non-Member Director) whose office shall automatically be vacated unless reconfirmed by the Directors (other than the Non-Member Directors) at the first meeting of the Board held after the Annual General Meeting in each year. Non-Member Directors shall not be entitled to vote at the meetings of the Board unless they are a financial member of the Society.
 - c) A Non-Member Director may be removed from office at any time by the Directors (other than the Non-Member Directors).
24. All Directors (other than the Non-Member Directors) shall be Members of the Society and shall be Members of the Branch they represent.
25. Any Member nominated for appointment as Director by their Branch (in accordance with Article 23(a), must be a 'Financial Member':
- i) at the time of accepting the Branch nomination; and
 - ii) prior to the next Annual General Meeting
26. The numbers of Directors shall be not less than three (3).
27. Any person appointed as Director of the Society must retire as a Director of the Society at the of age seventy-five (75).
28. No auditor or partner or employee or employer of any auditor of the Society shall be capable of being appointed a Director or an Alternate Director of the Society.
29. Subject to the provisions of the Act and of Clause (b) of this Article each Director may from time to time by writing under his hand or by telegram, cablegram, radiogram, email or other form of visible communication appoint any person (being a Member or Life Member of the Society and being a Member of the Branch he represents who has been approved for appointment by the Branch) to act as an Alternate Director in his place during such period as he thinks fit.
30. A Non-Member Director may not appoint an Alternate Director.
31. The following provisions shall apply to any such Alternate Director appointed under Article 25;
- a) He may be removed or suspended from office by written notice letter telegram cablegram radiogram or other form of visible communication sent to the Society by the Director by whom he was appointed;
 - b) He shall be entitled to receive notice of meetings of the Board and if the Director by whom he was appointed is not present to attend meetings he shall be counted towards a quorum at such meetings and he shall be entitled to vote on all resolution on which his appointer could vote had he so attended and where he is a Director in his own right, he shall have a separate vote on behalf of the Director he is representing in addition to his own vote;
 - c) At any meeting of the Board he shall be entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director if the Director by whom he was appointed is not present but shall not otherwise have power to act as a Director;
 - d) He shall ipso facto vacate office if the Director by whom he was appointed is removed or otherwise ceases to hold office for any reason;
 - e) He shall whilst acting as a Director be responsible to the Society for his own acts and defaults and shall not be deemed to be the agent of the Director by whom he was appointed;

- f) He shall not be entitled to receive any remuneration from the Society but he shall be entitled to reimbursement for reasonable travelling and other expenses incurred by him on the Society's business to the same extent as Directors;
 - g) He shall not be taken into account in determining the number of Directors for the purpose of Article 23;
 - h) He may act as an alternate for more than one Director.
32. Subject to the Act a Director who retires or whose office is vacated pursuant to these Articles shall be eligible for appointment to the Board, save that a Director whose office is vacated pursuant to Articles 28, 29(a), 29(b), 29(c), 29(d), 29(f), 29(g), or 29 (h) will not be eligible for re-election as a Director or appointment as an Alternate Director until such disability or disabilities as stated by those Articles is removed or in the case of his office being vacated pursuant to Article 28, the Society by special resolution agrees to his re-election or appointment.
33. The Society may by special resolution remove any Director at any time.
34. The office of a Member of the Board shall become vacant if the Member:
- a) ceases to be a Member of the Board by virtue of the Act;
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - c) becomes prohibited from being a Director of a Society by reason of any order made under the Act;
 - d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health;
 - e) resigns his office by notice in writing to the Society;
 - f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - g) not being a Non-Member Director, holds any office of profit under the society;
 - h) not being a Non-Member Director, ceases to be a Member of the Society ; or
 - i) not being a Non-Member Director, has his appointment revoked by the Branch from which he was appointed; or
 - j) not being a Non-Member Director, ceases to be a Member of the Branch from which he was appointed.
 - k) not being a Non-Member Director, does not have his appointment reconfirmed under Article 21 (b).

PRESIDENT

35. Every year at the Annual General meeting the President shall retire but shall be eligible for re-appointment in accordance with these Articles. The President shall be elected each year at the first meeting of the Board following the Annual General Meeting from the pool of Financial Members duly appointed as directors to the Board in accordance with Articles 21-29.
36. A Member so appointed shall hold office for a one (1) year term until the next Annual General Meeting but shall be eligible for re-election. No Member shall hold the office of President for more than three (3) years in succession but any Member who holds office for three (3) years in succession shall be eligible to be re-elected to office at the expiration of one (1) year of being out of office.
37. A Member so appointed shall for the duration of his term as President be a director by virtue of his office and such rights and privileges as the Voting Members in General Meetings shall from time to time prescribe. The Branch from which the President has been elected shall be entitled to nominate a replacement representative officer to the board.

POWERS AND DUTIES OF THE BOARD

38. The business of the Society shall be managed by the Board who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless, to any of these Articles, to the provisions of the Act.
39. The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Society.
40. Without limiting the generality of Articles 30 and 31 the Board shall:
- a) make such Regulations as it may from time to time think fit for regulating the Society's affairs and may from time to time amend the same by addition, deletion or variation, the Regulations shall be binding upon all Members of the Society and upon all Branches of the Society;
 - b) control all matters affecting the membership of the Society and in particular shall regulate admissions to memberships of the Society the conduct of Members and retirement or expulsion of Members;
 - c) compile or cause to be compiled the Society's Herd Book and to publish a volume thereof so often as and in such manner and containing such matter as the Board shall think fit;
 - d) regulate admissions to the Herd Book of the Society;
 - e) have the control and management of the income and expenditure of the Society and shall have the appointment and removal of all its paid officers and servants and shall determine the salaries and other terms and duties on which such officers and servants shall hold their offices and determine what (if any) expenses shall be paid to Directors, Committeemen, Branch Committee men, officers and others in respect of their attendance at meetings or of their performance of duties of office.
 - f) determine fees from time to time payable in respect of:-
 - i) the registration of animals in the Herd Book;
 - ii) the registration of prefixes;
 - iii) registration and recording of transfers, leases and deaths
 - iv) the registration of stud names
 - v) annual subscriptions for membership of the Society
 - g) act as a Court of Appeal in regard to all matters arising between any Members (as such) of the Society inter se or between any Branches of the Society or between any Members of the Society and any Branch or between the Society and any Branch or any Member;
 - h) do any act, matter or thing calculated to promote the interests of the Society and of its Members in the interests of the Breed;
 - i) impose fines and/or prescribe circumstances in which fines shall be payable and the method by which the amount of fine is to be determined;
 - j) appoint Committees and Sub-Committees;
 - k) delegate any of its powers from time to time as it may think fit;
 - l) elect Life Members of the Society.

PROCEEDINGS OF THE BOARD

41. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

42. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
43. The Directors may conduct their meetings by telephone or other means of communication without a Director or Directors being in physical presence of another Director or other Directors.
44. The Board may at its discretion reimburse a Director in respect of any moneys expended by such Director for the purpose of attending a meeting of the Board.
45.
 - a) An annual meeting of the Board shall be held yearly at a time and place to be determined by the President or failing him by the Secretary.
 - b) Other meetings of the Board may be held from time to time in other States of the Commonwealth as may be from time to time deemed desirable by the Board and preferably a meeting in any such other State shall be held at or about the time of the holding of the Royal Show of that State.
 - c) The time and place of any such other meeting shall be determined by the Board or failing it by the President or failing him by the Secretary.
46. A meeting of the Board shall be convened by at least 28 days' notice in writing given to each Member of the Board.
47. A notice shall be deemed to have been duly given if addressed and posted to the Director's address recorded on the books of the Society or addressed and posted to the Director's last known address and any such notice shall be deemed to have been received by him on the date when in the ordinary course of post it should have been received at the place to which it is addressed.
48. The quorum for a meeting of the Board shall be five Directors present, either in person or by Alternate Director pursuant to Article 25. If a quorum be not present within half an hour of the time arranged for the meeting the meeting shall be adjourned to such time and place at the President if present or failing him a Vice President or failing him a resolution of the Directors present shall determine.
49. The continuing Members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing Member or Members may act for the purpose of summoning a General Meeting of the Society, but for no other purpose.
50. The President shall preside as Chairman at every meeting of the Board, or if there is no President or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman of if the Vice- President is not present at the meeting then the Directors present may choose one of their number to be Chairman of the meeting.
51. The Board may delegate any of its powers to Sub-Committees consisting of such Financial Member or Members of the Board as they think fit and each Sub-Committee must allow the Federal President Ex Officio voting rights. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The Federal President Ex Officio must have voting rights to all Sub-Committees.
52. A Sub-Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairman of the meeting.
53. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
54. All acts done by any meeting of the Board or of a Sub-Committee or by any person acting as a Member of the Board shall, notwithstanding that it is afterwards discovered that there was

some defect in the appointment of any such Member of the Board or person acting as aforesaid or that the Members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.

55. A resolution in writing signed by all the Members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Member of the Board.
56. Each year at the first meeting of the Board following the Annual General Meeting the Board shall in accordance with these Articles elect from its Directors the President and two Vice-Presidents and will also either elect or co-opt an Honorary Treasurer.
- Subject to Articles 28 & 29 these office-bearers shall hold office until close of the next succeeding annual meeting.
57. A special meeting of the Board may be called at any time by the President and a special meeting shall be called by him upon a written requisition signed by three Members of the Board. Notice convening such special meeting shall specify the business to be dealt with.

DIRECTORS' CONTRACTS

- 58.
- a) No Director shall be disqualified by his office and notwithstanding any rule of law or equity to the contrary from contracting with the Society either as vendor purchaser or otherwise; nor shall any such contract or any contract or arrangement entered into by or on behalf of the Society in which any Director is in any way interested be avoided; nor shall any Director be liable to account to the Society for any profit arising from or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established provided that the nature of his interest must be declared by him or on his behalf in the manner and cases required by the Act. Failure to make and/or to record such disclosure as aforesaid shall not operate to avoid or render voidable any such contract, transaction or arrangement.
 - b) A Director may vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid shall be counted in a quorum may affix the seal and may otherwise act in respect of such contract or arrangement.
 - c) It shall be the duty of a Director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Society to declare the nature of his interest at the meeting of the Board at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Board held after the acquisition of his interest; provided that a general notice by a Director that he is a Member of any specified corporation, firm or any other body whether incorporated or unincorporated and is to be regarded as interested in any contract which may after the date of such notice be made with that corporation, firm or other body shall subject to the conditions set out in section 231 (5) of the Act be deemed to be a sufficient declaration of interest in relation to any contract so made; and provided further that a Director shall not be deemed to be interested or to have been at any time interested in any contract or arrangement or proposed contract or arrangement (i) relating to any loan to the Society - merely by reason of the fact that he has guaranteed or joined in guaranteeing the repayment of such loan or any part of such loan or (ii) made to or to be made with a corporation which under any provision of the Act is deemed to be related to the Society - merely by reason of his being a Director of that Corporation.
 - d) It shall also be the duty of a Director who holds any office or possesses any property the holding of which office or the possession of which property might whether directly or indirectly create duties or interests in conflict with his duties or interests as a Director of the Society to declare at the first meeting of the Board held after he becomes a Director all the relevant facts as to the holding of the office or the

possession of the property or (if he is already a Director) at the first meeting of the Board held after the relevant facts as to the holding of the office or the possession of the property came to his knowledge the fact of his holding such office or his possession of such property and the nature character and extent of the conflict.

- e) It shall be the duty of the Secretary to record in the minutes of the meeting any declarations made or notices given by a Director as aforesaid.
- f) Failure to make and/or to record such disclosures as aforesaid shall not operate to void or render voidable any such contract, transaction or arrangement.

GENERAL MEETINGS

- 59. The first 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 Board may determine.
- 60. An Annual General Meeting of the Society shall be held in accordance with the provisions of the Act. All Meetings other than the Annual General Meetings, shall be called General Meetings.
- 61. A General Meeting of the Members of the Society may be convened at any time by the President and shall be convened upon the direction of the Board or pursuant to a request made by three or more Branches if such Branches are representative of at least two states. All business that is transacted at a General Meeting shall be deemed to be special business.
- 62. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty eight (28) days notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.

PROCEEDINGS AT GENERAL MEETINGS

- 63. The business of an Annual General Meeting shall be:
 - a) To receive and consider the profit and loss account and balance sheet and the reports of the Directors and of the Auditors and the statement of the Directors;
 - b) To fix the remuneration of the auditors.
 - c) To consider any other business that may be properly brought forward. All such other business shall be deemed to be special business and notice 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 general nature of that business.
- 64. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five (5) Members present shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
- 65. If within half an hour after the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than two (2)) shall be a quorum.

66. The President shall preside as Chairman at every General Meeting of the Society, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the meeting.
67. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
68. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - a) by the Chairman; or
 - b) by at least three (3) Members present in person or by proxy.

Unless a poll is so demanded a declaration by a 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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

69. 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 but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
70. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
71. A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
72. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
73. No Member shall be entitled to vote at any General Meeting if his annual subscription shall be more than one (1) month in arrears at the date of the meeting.
74. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointer or his attorney shall be witnessed by a person other than the proxy. A proxy shall be a Member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote, as he thinks fit.

75. The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of
being a Member of _____
hereby appoint _____ of
or failing him _____ of

as my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the
Society to be held on the _____ day of _____ and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/* against the following resolutions:-

Signed this _____ day of _____ 20 ____ .

Note: In the event of the Member desiring to vote for or against any resolution he shall instruct his
proxy accordingly, unless otherwise instructed, the proxy may vote as he thinks fit.

* Strike out whichever is not desired.

76. The instrument appointing a proxy and the power of attorney or other authority, if any, under
which it is signed or a notarially certified copy of that power or authority shall be deposited at
the registered office of the Society or at such other place within the State as is specified for
that purpose in the notice convening the meeting, not more 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, and in default the instrument of proxy shall
not be treated as valid.

77. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid
notwithstanding the previous death or unsoundness of mind of the principal or revocation of the
instrument or of the authority under which the instrument was executed, if no intimation in
writing of such death, unsoundness of mind or revocation as aforesaid has been received by
the Society at the registered office before the commencement of the meeting or adjourned
meeting at which the instrument is used.

DEFECTIVE APPOINTMENTS

78. All acts done by any meeting of the Board or by any Sub-Committee or any person acting in
the name of and with the authority of the Board shall notwithstanding that it shall be afterwards
discovered that there was some defect in the appointment of the Board or Sub-Committee or
persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if the
Board or Sub-Committee or person aforesaid had been duly qualified and appointed.

SECRETARIES

79. There shall be a Secretary of the Society who shall be appointed by the Board for such term
and at such salary and upon such conditions as the Board may from time to time think fit.
Subject to any agreement made to the contrary as a term of such appointment the Board shall
have power at any time to revoke any such appointment and to make a fresh appointment.

80. There shall be a Branch Secretary for each Branch. The Branch Secretary shall be appointed
by the relevant Branch Committee and such appointment shall be made for such term and at
such salary and upon such conditions as the Branch Committee may think fit. Any such
appointment shall be subject to revocation at any time by the Branch Committee. Subject to
any agreement to the contrary as a term of such appointment the Board shall have power at
any time to revoke any such appointment and to make a fresh appointment.

81. The salary of a Branch Secretary shall be payable exclusively out of the revenue of the Branch.

HONORARY TREASURER

82. Each year at the first meeting of the Board following the Annual General Meeting, the Board shall, in its sole discretion, either:
- a) elect an Honorary Treasurer from its members; or
 - b) co-opt a person that the Board determines, in its sole discretion, has the necessary skills to occupy the position of the Honorary Treasurer.
83. A person co-opted to the Board in accordance with Article 82(b) does not have to be a member of the Society to be an Honorary Treasurer.
84. A person appointed as Honorary Treasurer that is a member shall by virtue of his office be a Director and shall have such rights and privileges as the Voting Members in General Meeting shall from time to time prescribe.
85. A person appointed as Honorary Treasurer that is not a Member of the Society shall, by virtue of the appointment be a Non-Member Director and shall not be entitled to vote at the meetings of the Board other than in decisions relating to Financial Matters.

BANKING ACCOUNT

86. The Board shall open a banking account in Kiama in the name of "The Illawarra Cattle Society of Australia Limited" with one of the recognised banks.
87. The Society's banking account shall be operated upon by cheques signed in the name in which the said account is opened by such persons not being less than two as the Board may from time to time appoint for that purpose.
88. Every sum paid on behalf of the Society amounting to \$100.00 or upwards shall be paid by cheque upon its bank account.
89. Cheques may be endorsed for collection from the Society's account in the name of the Society by such person or persons as the Board may from time to time authorise in that behalf.

BRANCH BANKING ACCOUNT

90. Each Branch shall cause an account with a bank, building society or a credit union to be opened and kept in the name "The Illawarra Cattle Society" followed by the name of the relative Branch.
91. A Branch account shall be operated upon in the name of the Branch in such manner as the Branch Committee may from time to time direct.
92. Cheques shall be endorsed for collection through a Branch account in such manner as the relative Branch Committee may from time to time direct.
93. All moneys, cheques and negotiable instruments received by or for a Branch shall forthwith be paid to the credit of its banking account.

APPLICATION OF SOCIETY'S PROPERTY AND INCOME

94. 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 the Memorandum of Association provided that nothing herein shall prevent the payment in good faith of remuneration to any official or servant of the Society or to any Member of the Society or other person in return for any services actually rendered to the Society. In the event of the winding up of the Society the

funds after the liabilities have been discharged shall be devoted to the promotion of objects similar to those of the Society and no Member shall be entitled to receive any part of such funds. Notwithstanding anything to the contrary all moneys or other property held by a Branch at any time of such winding up shall constitute funds of the Society.

REVENUE

95. The Board shall collect all fees, fines and penalties from time to time payable by any Member of any Branch.
96. The Board shall collect the annual subscriptions for Membership of the Society as determined by the Board from time to time.
97. Every Member of the Society shall pay to the Branch of which he is a Member such Branch annual subscription as may from time to time be prescribed by such Branch.
98. Unless and until otherwise determined by the Board there shall be no entrance fee payable by a person upon his becoming a Member of the Society.
99. Each Branch shall retain as its own revenue all Branch membership subscriptions collected from Members of the Branch.
100. The Board shall at the commencement of each financial year:-
 - a) set aside out of revenue of the preceding year a reserve fund of not less than \$1000.00 and
 - b) budget for and set aside an amount contemplated to meet its expenditure for that year;
 - c) distribute amongst the Branches all surplus revenue then in hand. Such distribution shall be made amongst the Branches pro rata to the amount of moneys paid to the Board by Members of the respective Branches in respect of fees for the preceding financial year and shall be applied by the Branches only for the objects of the Society. No portion of any such distribution shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Branches.

APPEALS

101.
 - a) If any Member who has been penalised by his Branch Committee feels that the Committee's finding is unjust, he may appeal to the Board on lodging a deposit of \$10.00 which may be forfeited to the Society if the appeal is dismissed. He shall be given proper notice of the place and date at which his appeal is to be heard.
 - b) A copy of the Committee's finding and a copy of the evidence for both sides signed by the President of the Branch and by the Member shall be forwarded by the Branch Secretary to the Secretary of the Board, who shall read the case for both sides at the next Board Meeting. Should the Member penalised desire to appear before the Board he shall be allowed to do so. The Board may uphold or overrule or amend the finding at its discretion, provided that the Committee's finding shall not be overruled or amended unless at least three-fifths of the Directors present favour such overruling or amendment. Should insufficient Members be present the matter shall be deferred till next Board Meeting.
102. The Board's decision on all matters affecting the working of the Society's affairs shall be final without recourse to law.

SEAL

103. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a Sub-Committee of Members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

104. The Board shall cause proper accounting and 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 Auditor's report thereon as required by the Act provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting
105. The Board shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of Members not being Members of the Board, and no Member (not being a Member of the Board) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by Clause 7 of the Memorandum of Association or authorised by the Board or by the Society in General Meeting.

AUDIT

106. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Part 3.7 of the Act and Clause 7 of the Memorandum of Association.

NOTICES

107. A notice may be served by the Society upon any Member either personally or by telex or telefax to the relevant telex or telefax number of the Member as shown on the register or by sending it through the post in a prepaid letter envelope or wrapper addressed to such Member at his registered address. Any notice or other document to be served by the Society upon a Member shall be properly served if included in:
- a) any journal published by the Society; or
 - b) any other publication prescribed by the Board, from time to time, as the Approved Publication for the Society

and the journal or publication is served upon the Member by one of the means of service referred to in this Article.

108. In the case of a Member whose registered address is outside the country in which a notice is posted the notice shall be sent by airmail in an envelope bearing the requisite postage.
109. Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same is posted unless sent by airmail to an address outside the country in which it was posted in which case it shall be deemed to have been served on the seventh day following that on which the envelope containing it is posted. A notice sent by telex or telefax shall be deemed to have been received on the same day that it is sent provided that if the number to which it is sent is outside Australia then it shall be deemed served on the day following the day it is sent unless there is a confirmed answerback in which situation it shall be deemed served on the day the answerback is received.

110. In proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice and bearing the requisite stamps was properly addressed and put into the post office. A certificate in writing signed by any manager secretary or other officer of the Association that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
111. The signature to any notice to be given by the Society may be written or printed.
112. Where a given number of days' notice or notice extending over any other period is required to be given the day on which notice is deemed to be served and in the case of notice convening a meeting the day on which the meeting is to be held shall be excluded from the number of days or other period.
- 113.
- a) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
 - i) Every Member except those Members who (having no registered address within Australia) have not supplied to the Society an address within Australia for the giving of notices to them; and
 - ii) the Auditor or Auditors for the time being of the Society.
 - b) No other person shall be entitled to receive notices of General Meetings.

WINDING UP

114. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

115. Every Member of the Board, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or 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 trust.
- 116.
- a) Every officer of a Branch and every Branch Committeeman shall be entitled to be indemnified out of the revenue of the Branch in respect of any loss or liability sustained by him in the bona fide and proper execution of his duty as an officer of the Branch.
 - b)
 - i) Neither the Society nor any Branch nor any Director nor any Branch Committeeman nor an Office Bearer of the Society or of any Branch nor any person acting under the authority of the Board or of any Branch Committee shall be liable at the instance of a Member of the Society or of any Branch of the Society for any act or omission purporting to be done or omitted pursuant to the constitution and/or rules and regulations of the Society or pursuant to the regulations of any such Branch or purported to be done pursuant to an authority given by the Board or by any Branch Committee.
 - ii) Every person being a Member of the Society or of a Branch or an employee of any such Member shall be deemed to be authorised to inform the Board or any Branch Committee of any matter or thing within the knowledge of such person

affecting the welfare of the Breed in general or in relation to the breeding activities of any Member or prospective Member and all information so given shall be deemed to have been given with the authority of all persons affected thereby and no claim or action in respect thereof shall be made or taken by such Member.

PROVIDED ALWAYS that the information so given shall have been given in good faith AND PROVIDED that the person so giving the information shall believe the same to be true in all respects that in giving it he was acting in the interests of the Society or of a Branch or in the interests of the Breed.

- iii) Evidence or information given in good faith by any person at an inquiry conducted by or with the authority of the Director by or with the authority of a Branch Committee shall be deemed to be privileged and to have given with the acquiescence of all Members and Branch Members affected thereby.

HERD BOOK

- 117. The Board shall have entire control of the compilation and publication of the Herd Book and shall make all regulations in regard to registrations and fee.
- 118. Each volume of the Herd Book shall be published at such time as the Board shall think fit.
- 119. Each new Member upon payment of his first annual subscription shall be entitled to receive free of charge a copy if and when available of the most recently published volume of the Herd Book.
- 120. Upon the publication of a volume of the Herd Book each existing Member shall be entitled to receive a copy free of charge subject to a copy being available.
- 121. A Member shall be entitled to purchase any existing volume of the Herd Book at a fee to be prescribed from time to time by the Board.

BRANCH OFFICE

- 122. Each Branch may establish within its territory such office or offices as it may think fit.
- 123.
 - a) Management of each Branch shall be in the hands of a Branch Committee of not less than three (3) Members. The Members of each Branch Committee shall be elected annually by the Members of that Branch in General Meeting. Such Branch Committee shall include a Branch President and a Branch Vice-President who shall be elected to such positions by the Members at the Branch Annual General Meeting unless at a Branch General Meeting a Branch Regulation has been adopted by which the power of appointment of Branch President and Branch Vice-President has been delegated to the Branch Committee.
 - b) The Branch Committee shall have the power to fill-up casual vacancies.
 - c) The continuing Branch Committee Members may act notwithstanding any vacancy in their Branch Committee but so that if the number falls below the minimum, outlined above, the Branch Committee then shall not, except for the purpose of filling vacancies or convening Branch General Meetings, act so long as the number is below the minimum.
 - d) The Branch Committee shall appoint a Branch Secretary and a Branch Treasurer who need not be a Member of the Society. The offices of the Branch Secretary and Branch Treasurer may be combined and held by the one person.

- e) The provisions of Article 50 shall apply in like manner to the Members of the Branch Committees as they apply to Members of Board.
124. A Branch shall have power to elect honorary life members and honorary members to the Branch in like manner to the Society and such persons shall not be required to pay Branch annual subscriptions.
125. The representatives of a Branch on the Board including approved Alternate Directors shall be elected from the Branch Committee at the first meeting of the Branch Committee after each Branch Annual General Meeting.
126. The first Branch Committee of each Branch shall be those persons who are the Branch Committee Members of the Branches of the unincorporated body referred to in Clause 2(a) of the Society's Memorandum of Association at the date of incorporation of the Society and they shall hold the same offices in the Branch Committee as they held in the Branch Committee of the unincorporated body and shall be deemed to have been appointed pursuant to and hold office subject to these Articles of Association.
127. All Branch General Meetings shall be called by the Branch Secretary at the direction of the President, the Board, the Branch President, the Branch Committee or on the written requisition of at least three (3) members of the Branch.
128. All meetings of a Branch Committee shall be called by the Branch Secretary at the direction of the President, the Board, the Branch President, the Branch Committee or on the written request of not less than two (2) members of the Branch Committee.
129. Not less than twenty-one (21) days notice of all Branch General Meetings and not less than seven (7) days notice of all Branch Committee Meetings shall be given.
130. The quorum necessary for the transaction of business of a Branch Committee shall be three (3) Branch Committee Members or such greater number as the Branch Committee may from time to time decide. A Branch Committee Member interested may be counted in a quorum not withstanding that interest.
131. A Branch Committee may divide its territory into districts and may appoint in each district a corresponding representative whose duties shall be to assist and inform Breeders in the district in connection with all matters relating to the Society and to endeavour to forward the Breed in that district.
- 132.
- a) The Annual General Meeting of each Branch shall take place as soon as convenient after the end of the financial year and not more than three (3) months after such end.
 - b) Members may vote in person or, subject to the adoption of a branch regulation to the contrary, by proxy. If voting by proxy is permitted a blank proxy form shall be enclosed with each notice of meeting.
 - c) Subject to sub-paragraph (b) of this Article the proceedings at General Meetings of Branches shall be conducted in like manner to the proceedings at General Meetings of the Society. The quorum necessary for the transaction of business shall be five (5) Members counted in accordance with the provisions of Article 56.
 - d) Resolutions of Members at a branch General Meeting shall be in the form of recommendations to the Branch Committee.
133. The provisions of Articles 95 to 101 relating to service of notices shall apply to any notice to be served by or upon a Branch.
134. The Branch President, when present, shall be chairman at all meetings of a Branch Committee. If the Branch President is absent from the meeting then the Branch Vice-President

shall chair the meeting. In the absence of both the Branch President and the Branch Vice-President the Committee Members present shall choose one of their Members to be chairman.

- 135.
- a) Subject to these Articles, questions arising at any meeting of a Branch Committee shall be decided by a majority of votes and a determination by a majority of Committee Members shall for all purposes be deemed a determination of the Branch.
 - b) In case of an equality of votes on any question arising at a meeting of a Branch Committee the chairman of the meeting shall have a second or casting vote.
136. Subject to the restrictions imposed during such period as the number of Committee Members is below the minimum number a meeting of a Branch Committee at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Association or under delegation from the Board for the time being vested in or exercisable by the Branch Committee generally.
137. A resolution in writing signed by all the Committee Members for the time being not being less than a quorum shall be as valid and effectual as if it had been passed at a meeting of a Branch Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
138. Every Branch shall once at least in every twelve(12) months send to the Board a full report of all the business transacted by such Branch Committee and of all other matters of interest to the Society coming to the notice of such Branch Committee since the previous report.
139. Every Branch Committee shall cause full and true accounts to be kept of all the transactions and engagements of such Branch Committee and of the profit or loss resulting therefrom and shall once at least every year at such times as may be required by the Board send to the Board all the books of account and other books and documents necessary to enable the auditors of the Society properly to audit these accounts.
140. Every Branch Committee may subject to any regulations made by the Board appoint pay and dismiss any of its own officers and servants and any of the officers and servants of the Society for the time being if attached to such Branch.
141. Each Branch Committee shall cause proper minutes to be made of the proceedings of all meetings of the Committee and of the attendance of the Members of the Committee thereat respectively and of all orders and resolutions made and passed at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman at the next succeeding meeting shall be receivable as evidence in all legal proceedings and until the contrary is proved shall be considered as a correct record of proceedings at a meeting properly held and convened.
142. Every Sub-Committee of any Branch Committee shall keep minutes of its proceedings and report them from time to time to the Branch Committee by which it shall have been appointed.
143. Each Branch Committee may make Branch Regulations for the management and conduct of the Branch provided they are not inconsistent with the Memorandum of Association, these Articles of Association or the rules and regulations made from time to time by the Board. Any Branch Regulation may be overruled or disallowed by the Board.
144. Every Director though elected to serve from a particular Branch shall be at liberty to attend all meetings of any Branch Committee and to take part in its deliberations but shall not vote at or otherwise interfere in the business of any Branch Committee other than that to which he shall have been elected.

DIRECTORS' RIGHT TO INSPECT

145. Every Director shall have free access during normal office hours to the books papers accounts and all other records of the Society whether of a branch or Board or wherever the same may be kept.

AMENDMENT TO ARTICLES

146. These Articles may be altered, rescinded or repealed and new Articles may be made in the manner prescribed by special resolution under s136 of the Act provided that the quorum at meetings held for this purpose shall be **five (5)** Members and, provided further that, no Articles shall be altered, rescinded or repealed or new Articles made except by a three quarters majority of those present and voting at a General Meeting and including votes lodged by proxy.

SUBSCRIBERS

We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Signatures of Subscribers
Address of Witnesses

Witnesses to Signatures and

Clarence Ray MARQUARDT

Keith Bernard DOWNES

Gordon Arthur DOWNES

John Michael O'GORMAN

John Strange EAST

Dated this 16th day of December 1991.