

Corporations Law

Company Limited by Guarantee

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
OF  
AUSTRALIAN AYRSHIRES LIMITED**

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## Corporations Law

### Company Limited by Guarantee

# MEMORANDUM OF ASSOCIATION OF AUSTRALIAN AYRSHIRES LIMITED

1. The name of the Company herein after to be called the Society is to be known as Australian Ayrshires Limited.
2. The objects of 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 incorporated bodies known as Australian Ayrshire Breeders Association Limited of Epsom Road, Ascot Vale and Ayrshire Australia Limited of 33 Bong Bong St, Kiama.
  - (b) To collect, verify and publish information relative to Australian Ayrshires Limited
  - (c) To foster and encourage the production testing of Australian Ayrshires Limited 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.
  - (d) To promote the improvement of the Ayrshire Breed of Cattle, by, amongst other things; encouraging type classification of Australian Ayrshires herds and promoting the use of "Progeny Test" bulls.
  - (e) To compile, print and publish, at intervals, a herd book of Australian Ayrshires Limited.
  - (f) To hold shows of Ayrshire Cattle or offer prizes at shows at which Ayrshire Cattle are exhibited.
  - (g) To promote in any way not mentioned above the interests of breeders of Ayrshire Cattle.
  - (h) To compile a list of individuals competent to judge Ayrshire Cattle.
  - (i) To get in touch with the principal agricultural societies throughout Australia with a view to having the breed represented in their schedules of prizes.
  - (j) To establish relations with societies having similar interests 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 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 members of the Society or persons frequenting the Society's premises.
- (p) To purchase, take on in lease or 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 conjunction 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, 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 purposes 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 dependents or 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 payment 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 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 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 provision in paragraph (g) of this Clause 2.
- (aa) To take such steps by personal or written appeals, 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 any 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 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 Corporations Law.

3. 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 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 or servant of the Society or to any member of the Society, in return for any services actually rendered to the Society, nor to 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 Council 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 Council 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 member of the Committee may be a 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 the debts and liabilities of the Society contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the 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 similar 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 imposed on the Society 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 receipts and expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force shall be open to the inspection of the members.

Once at least 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 Corporations Law.

8. The names and addresses and occupations of the subscribers are as follows:-

<b>Name and Address</b>	<b>Occupation</b>
John Scott Edwards MS 918 Toowoomba Mail Centre QLD 4352	Dairy Farmer
Maxwell Maurice Canobie RMB 2210 Lorenzs Rd Katunga VIC 3640	Dairy Farmer

Dale Morris Fielding  
Fielding's Rd  
South Riana TAS 7316

Dairy Farmer

Brett Maxwell Hayter  
Werombi Rd  
Camden NSW 2570

Dairy Farmer

Michael John Hentschke  
PO Box 130E  
Wudinna SA 5652

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.

**Signature of subscribers**

**Signature and address of Witness**

John Scott Edwards

Maxwell Maurice Canobie

Dale Morris Fielding

Brett Maxwell Hayter

Michael John Hentschke

Dated this

day of

1997.

M-Signature

**Corporations Law**  
**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**  
**OF**  
**AUSTRALIAN AYRSHIRES LIMITED**

**INTERPRETATION**

1. In these regulations:-

"Law" means the Corporations Law including any amendment or re-enactment thereof for the time being in force;

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

"Society" means the Company above named;

"Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a Secretary of the Society and includes an Honorary Secretary;

"Council" means the Federal Council of the Society and shall be the board of Directors of the Society;

"Branch" means all members of an area in which a Branch has been formed, which is approved by the Council 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;

"Committee" means a Committee of a Branch;

"Branch Secretary" means the Secretary of a Branch;

"Office of the Society" means the office as determined by Federal Council;

"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;

"Financial Member" means a member of the Society who shall not be in default more than three (3) months in the payment of any subscription payable by him in accordance with the Regulations 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;



"Breed" means the Ayrshire breed of cattle;

"Breeder" in relation to an animal means the person who owns the birth mother of the animal at the date when the animal is born;

"Bred" shall have a corresponding meaning;

"Regulations" means the Regulations of the Council 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 Council;

"Fees" shall include all monies payable in respect of the registration of a prefix and 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 his becoming a member of the Society;

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 person 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 Division 10 of Part 1.2 of the Corporations Law as in force at the date at which these Articles become binding on the Society;

2. The Society is established for the purposes 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 Section 205 of the Law.

## **MEMBERSHIP**

4. The number of members with which the Society proposes to be registered is 175 but the Council may from time to time register a variation in numbers.
5. The membership of the Society shall comprise:-
  - (a) The subscribers to the memorandum of association;
  - (b) Such of the members of the incorporated bodies 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 Council shall admit to membership in accordance with these articles.

JUNIOR MEMBERSHIP is available for persons 18 years of age and under. They shall pay half the State Membership Levy, no Federal Levy and shall receive a "Journal". Such members cannot vote. Reference to number of registrations has been deleted.

- (d) ASSOCIATE MEMBERSHIP is available and such members shall pay half the State Membership Levy, half the Federal Levy and shall receive a "Journal". Such members cannot register animals or vote.
- 6. Every member of the Society shall be a member of one 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 regulations as may from time to time be passed by the Council any person may be admitted to membership of the Society by the Council 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 Council 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 such form as may from time to time be prescribed by the Council.
- 10. The Council may refuse the application for membership without assigning any reason therefore.
- 11. Any person who in the opinion of a Branch Committee has rendered special service to the Society or to such Branch upon the recommendation of the Branch be appointed a Patron or Honorary Life Member of the Society by resolution of the Council carried by a majority representing three-fourths of the members of the Council. Such persons shall be entitled to attend meetings of the Branch Committee and shall have the right to a vote at such meetings.

## **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 Council. 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 Council at the office of the Society; every register of members shall be available to the members of the Society for inspection at all reasonable times; each member shall notify his Branch Secretary of any change of address and in the case of a firm every change in the constitution of the firm and every change shall be reported in writing to the Society by the Branch Secretary and shall be recorded in the register by 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 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 be declared insane;
  - (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 Council 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 Council is unbecoming or prejudicial to the interests of the Society and in any such case the Council 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 Council 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 Council may appeal against expulsion by notice in writing lodged with the Secretary within fourteen days (14) 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 members 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 Council 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 Council and the members not less than seven (7) days notice in writing of the meeting. At the meeting and before the Executive Committee makes any decision both the Council 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 Council 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) 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 Councillor, 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) 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.
- (b) A member who shall be three (3) months in arrears with his/her subscription shall be deemed unfinancial. No member, either personally or by way of representation, whose subscription is 3 months in arrears shall be entitled to vote at any meeting, be elected to, or continue to hold any office or enter any cattle in the Herd Book. No person can be re-admitted to membership until all monies due by him/her to the Society including the unpaid annual subscription have been paid.

## **CREATION OF BRANCHES**

- 16. The council 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 unless approved by Federal Council.
- 17. Except as far as the Council 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 other State or Territory which has no Branch and a Branch may with the consent of the Council constitute and embrace sub-branches upon such conditions as the Council may from time to time prescribe.
- 18. All the Branches of the incorporated bodies 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.

## **DISSOLUTION OF BRANCHES**

- 19. Any Branch whose membership falls below 5 members all resident in the State or Territory in which the Branch is located may be dissolved and the remaining members of the dissolved Branch may become members of such other Branch as the Council determine.

## **FEDERAL COUNCIL**

20. The Council shall comprise Councillors elected by the membership annually as hereinafter provided. The first Council of the Society shall be those five (5) persons elected from within the membership of each of the two incorporated bodies referred to in Clause 2 (a) of the Society's Memorandum of Association at the date of incorporation of the Society. One member from each body will be elected for a one year term, two members from each body for a two year term and two members from each body for a three year term. Federal Council will determine the tenure of each member at the first meeting of this body.
21. That Federal Council be made up of ten (10) members elected by a direct vote of all full financial members for a term of three (3) years, and eligible for re-election.
22. All Councillors shall be members of the Society.
23. The number of Councillors shall not be less than five (5).
24. No auditor or partner or employee or employer of an auditor of the Society shall be capable of being appointed a Councillor or an Alternate Councillor of the Society.
25. Subject to the Law a Councillor who retires or whose office is vacated pursuant to these Articles shall be eligible for appointment to the Council; save that a Councillor whose office is vacated pursuant to Articles 26, 27(a), 27(b), 27(c), 27(d), 27(f), 27(g) or 27(h) will not be eligible for re-election as a Councillor until such disability or disabilities as stated by those articles is removed or in the case of his office being vacated pursuant to Article 26, the Society by special resolution agrees to his re-election or appointment.
26. The Society may by special resolution remove any Councillor at any time.
27. The office of a member of the Council shall become vacant if the member;
  - (a) ceases to be a member of the Council by virtue of the Law;
  - (b) becomes Bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a Councillor by reason of any order made under the Law;
  - (d) 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;
  - (e) resigns his office by notice in writing to the Society;
  - (f) for more than six (6) months is absent without permission of the Committee from meetings of the Committee held during that period;
  - (g) holds any office of profit under the Society;
  - (h) ceases to be a member of the Society; or
  - (i) ceases to be a member of the Branch from which he was elected.

## **POWERS AND DUTIES OF THE COUNCIL**

28. The business of the Society shall be managed by the Council 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 Law 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 Law.

29. The Council 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 as security or as security for any debt liability, or obligation of the Society.
30. Without limiting the generality of Articles 28 and 29 the Council 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 membership of the Society and in particular shall regulate admissions to membership of the Society and conduct of members and retirement or expulsions 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 Council 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 Councillors, 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 COUNCIL

31. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
32. Subject to the regulations questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
33. The Councillors may conduct their meetings by telephone or other means of communication without a Councillor or Councillors being in the physical presence of another Councillor or other Councillors.
34. The Council may at its discretion reimburse a Councillor in respect of any moneys expended by such Councillor for the purpose of attending a meeting of the Council.
35.
  - (a) An annual meeting of the Council 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 Council may be held from time to time in other States of the Commonwealth as may be from time to time deemed desirable by the Council and preferably a meeting in any such other State shall be held at or on about the time of the holding of a major event of that State.
  - (c) The time and place of any such other meeting shall be determined by the Council or failing it by the President or failing him by the Secretary.
36. A meeting of the Council shall be convened by at least 14 days' notice in writing given to each member of the Council.
37. A notice shall be deemed to have been duly given if addressed and posted to the Councillor's address recorded in the books of the Society or addressed and posted to the Councillor's last known address or last known contact for electronic communication 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 or on the following day for electronic communication.
38. The quorum for a meeting of the Council shall be five (5) Councillors present, either in person or by other means upon prior notice. 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 Councillors present shall determine.
39. The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Council, the continuing member or members may act for the purpose of summoning a General Meeting of the Society, but for no other purpose.
40. The President shall preside as Chairman at every meeting of the Council, 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 or if the Vice-President is not present at the meeting then the Councillors present may choose one of their number to be Chairman of the meeting.
41. The Council may delegate any of its powers to sub-committees consisting of such member or members of the Council or others as they think fit; 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 Council.

42. A sub-committee will have a Council member as the Chairman of its meetings; 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.
43. 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.
44. All acts done by any meeting of the Council or of a Sub-Committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
45. A resolution in writing signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more member of the Council.
46. At each annual meeting of the Council shall elect from its members a President, a Vice-President and an Honorary Treasurer.

Subject to Articles 26 & 27 these office-bearers hold office until the close of the next succeeding annual meeting.

47. A special meeting of the Council may be called at any time by the President and a special meeting shall be called by him upon a written requisition by three members of the Council. Notice convening such special meeting shall specify the business to be dealt with.

## **COUNCILLORS' CONTRACTS**

48.
  - (a) No Councillor shall be disqualified by his office notwithstanding any rule of law or equity to the contrary from contracting with the Society either as a 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 Councillor is in any way interested be avoided; nor shall any Councillor 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 Councillor 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 Law. Failure to make and/or to record such disclosure as aforesaid shall not serve to avoid or render voidable any such contract, transaction or arrangement.
  - (b) A Councillor may vote as a Councillor 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 Councillor who is in any way directly or indirectly interested in any contract or arrangement or proposed contract with the Society to declare the nature of his interest at the meeting of the Council 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 Council held after the acquisition of his interest; provided that a general notice by a Councillor that he is a member of any specified corporation, firm or any other body whether corporated 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 Law be deemed to be a sufficient declaration of interest in relation to any contract so made; and provided further that a Councillor 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 a loan or (ii) made or to be made with a corporation which under any provision of the Law 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 Councillor 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 the duties or interests in conflict with his duties or interests as a Councillor of the Society to declare at the first meeting of the Council held after he becomes a Councillor all the relevant facts as to the holding of the office or the possession of the property or (if he is already a Councillor) at the first meeting of the Council 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 Councillor as aforesaid.
- (f) Failure to make and/or record such disclosures as aforesaid shall not operate to void or render voidable any such contract, transaction or arrangement.

## **GENERAL MEETING**

49. The first General Meeting shall be held at such time, not being less than two (2) weeks nor more than twelve (12) months after the incorporation of the Society and at such place as the Council may determine.
50. An Annual General Meeting of the Society shall be held in accordance with provisions of the Law. All meetings other than the Annual General Meeting, shall be called General Meetings.
51. 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 council or pursuant to a request made by three or more Branches. All business that is transacted at a General Meeting shall be deemed to be special business.
52. Subject to the provisions of the Law 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 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

53. 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 Councillors and of the Auditors and the statement of the Councillors;
  - (b) To fix 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.
54. 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 this purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation which is a member.
55. If within half an hour from 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 start 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 Council 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 three (3)) shall be a quorum.
56. 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 General 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.
57. The Chairman may, without 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 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.
58. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (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.

59. 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.
60. 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 so demanded shall be entitled to a second or casting vote.
61. 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.
62. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law 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.
63. No member shall be entitled to vote at any General meeting if his annual subscription shall be more than three (3) months in arrears at the date of the meeting.
64. 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.
65. 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 may 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.

66. 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 specified for that purpose in the notice convening the meeting, 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 proposed to vote, or, in the case of a poll, not less than forty eight (48) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
67. 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**

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

## **SECRETARIES**

69. There shall be a Secretary of the Society who shall be appointed by the Council for such term and at such salary and upon such conditions as the Council may from time to time think fit. Subject to any agreement made to the contrary as a term of such appointment the Council shall have power at any time to revoke any such appointment and to make a fresh appointment.
70. 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 Council shall have power at any time to revoke any such appointment and make a fresh appointment.
71. The salary of a Branch Secretary shall be payable exclusively out of the revenue of the Branch.

## **BANKING ACCOUNT**

72. The Council shall open a banking account in the name of "Australian Ayrshires Limited" with one of the recognised banks.
73. The Society's banking account shall be operated upon cheques signed in the name in which the said account is opened by such persons not being less than two as the Council may from time to time appoint for that purpose.

74. Every sum paid on behalf of the Society amounting to \$100.00 or upwards shall be paid by cheque or electronic funds transfer upon its bank account.
75. Cheques may be endorsed for collection or funds electronically transferred from the Society's account in the name of the Society by such person or persons as the Council may from time to time authorise in that behalf.

## **BRANCH BANKING ACCOUNT**

76. Each Branch shall cause an account with a bank, building society or a credit union to be opened and kept in the name "Australian Ayrshires Limited" followed by the name of the relative Branch.
77. 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.
78. Cheques may be endorsed for collection through a Branch account in such manner as the relative Branch Committee may from time to time direct.
79. 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**

80. 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 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**

81. The Council shall collect all fees, fines and penalties from time to time payable by any member of the Branch.
82. The Council shall collect the annual subscriptions for membership of the Society as determined by the Council from time to time.
83. Every member of the Society shall pay to the Branch of which he is a member such Branch annual subscriptions as may from time to time be prescribed by Federal Council.
84. Unless and until otherwise determined by the Council there shall be no entrance fee payable by a person upon his becoming a member of the Society.
85. Each Branch shall retain as its own revenue all Branch membership subscriptions collected from members of the Branch.
86. The financial year of Australian Ayrshires Limited, including Branches, shall end on the 30 June in each year.

## **APPEALS**

- 87.
- (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 Council on lodging a deposit of \$10, 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 by the President of the Branch and by the member shall be forwarded by the Branch Secretary to the Secretary of the Council, who shall read the case for both sides at the next Council Meeting. Should the member penalised desire to appear before the council he shall be allowed to do so. The Council 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 Councillors present favour such overruling or amendment. Should insufficient members be present the matter shall be deferred till next Council Meeting.
88. The Council's decision on all matters affecting the working of the Society's affairs shall be final without recourse to law.

## **SEAL**

89. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

## **ACCOUNTS**

90. The Council 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 Law provided, however, that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.
91. The Council 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 Council, and no member (not being a member of the Council) 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 Council or by the Society in General Meeting

## **AUDIT**

92. 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 Law and Clause 7 of the Memorandum of Association.

## NOTICES

93. A notice may be served by the Society upon a Member either personally or by electronic communication to the relevant postal or electronic address 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 the Australian Ayrshires Journal or in any other journal published by the Society and the journal is served upon the Member by one of the means of service referred to in this Article.
94. 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 or by electronic communication.
95. 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 posted. A notice sent by electronic communication 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.
96. In providing 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 or forwarded to the proper electronic address. A certificate in writing signed by an manager secretary or other officer of the Association that the letter envelope or wrapper containing the notice or electronic communication was so addressed and posted shall be conclusive evidence thereof.
97. The signature to any notice to be given by the Society may be written or printed.
98. 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.
- (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 Meeting

## **WINDING UP**

99. 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**

100. Every member of the Council, 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 Law in which relief is granted to him by the Court in respect of any negligence default breach of trust.
101. 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.
- (a) Neither the Society nor any Branch nor any Councillor nor any Branch Committeeman nor an Office Bearer of the Society or of any Branch nor any person acting under the authority of the Council 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 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 Council or by any branch Committee.
- (b) 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 Council 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 any 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 interest of the Society or of a Branch or in the interests of the Breed.
- (c) Evidence or information given in good faith by any person at an inquiry conducted by or with the authority of the Councillor by or with the authority of a Branch Committee shall be deemed to be privileged and to have been given with the acquiescence of all members and Branch members affected thereby.

## **HERD BOOK**

102. The Council shall have entire control of the compilation and publication of the Herd Book and shall make all regulations in regard to registration and fees.
103. Each volume of the Herd Book shall be published at such time as the Council shall think fit.



104. 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.
105. 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 the copy being available.
106. 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 Council.

## **BRANCHES**

107. The Branch committee may, whenever it thinks fit, and shall upon requisition of five (5) members or the Branch Chairman, convene a General Meeting of members.
108. Fourteen (14) days notice in writing of every General Meeting of the Branch, specifying the place, day and hour of the meeting, and the nature of the business to be transacted thereat, shall be given by notice delivered, sent by post or communicated electronically to every member of the Branch.
109. The quorum for General Meetings of the Branch shall be five (5) members.
110. The Business of the Annual General Meeting of the Branch shall be:-
  - (a) to confirm the minutes of the last preceding Annual General Meeting.
  - (b) to receive and consider the Annual Report of the Branch Committee.
  - (c) to receive and consider the Balance Sheet and Profit & Loss Statement having previously been audited to receive and consider the Balance Sheet and Profit & Loss Statement having previously been audited in accordance with Part 3.7 of the Law and Clause 7 of the Memorandum of Association and circulated among the members.
  - (d) to elect Office Bearers of the Branch, and the ordinary members of the Committee
  - (e) to appoint an Auditor.

No other business shall be transacted at any Annual General Meeting of the Branch unless notice in writing shall have been given to the Secretary at least 20 days before the date of the meeting.

Provided that the provision of this Rule shall not debar the discussion of any items brought forward by members or prevent the meeting making recommendations to the Committee.

111. The chairman shall have control of any Annual General Meeting of the Branch and his declaration of the result of any show of hands shall be conclusive.
112. The chairman of any General Meeting of the Branch, with the consent of the meeting may adjourn the same 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.
113. At all General Meetings the Branch, when questions of order, procedure or interpretation of these rules or any by-laws of the Branch shall arise the ruling of the Chairman shall be accepted as final.

- (a) Every question submitted to the meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a casting vote in addition to any vote to which he may be entitled as a member.
  - (b) Notices of motion shall be lodged in writing with the Secretary and be included with the notice of next meeting.
114. Every member of the branch present and entitled to vote shall have one vote. There shall be no voting by proxy.
115. The whole affairs of the Branch, except as directed by the Federal Council of the Australian Ayrshires Limited shall be under the management of the Branch Committee.
- (a) The Branch Committee shall consist of the office bearers elected at the Annual Meeting, plus any number of ordinary members decided by the members at the Annual Meeting.
  - (b) Nominations for officers (President, Senior Vice President, Junior Vice President, Treasurer etc) shall be lodged with the Secretary and nominees consent first obtained.
116. All members of the Branch Committee shall retire annually, but shall be eligible for re-election. Any financial member of the Branch shall be at liberty to nominate any other financial member of the Branch as a member of the Branch Committee. Nominations for new Committee members of the Branch accompanied by written consent of the candidate to be delivered to the Secretary
- If the number of nominations received is greater than the number decided for the Branch Committee, a ballot will be taken for the election of the Branch Committee at the Branch Annual Meeting; the retiring members of the Branch Committee shall be automatic nominees, unless they otherwise advise.
117. In the event of any vacancy or vacancies occurring in the Branch Committee through a Branch Committee member;
- (a) Ceasing to be a member of the Branch
  - (b) becoming bankrupt or making arrangement or composition with his creditors generally, or
  - (c) by resigning his office in writing given to the Secretary, between Annual Meetings
118. The Branch Committee shall have the power to fill such vacancies, and the substituted committee members shall hold office for the unexpired period of his predecessor's term of office.
119. The quorum for a Branch Committee Meeting shall be five members and seven days notice of all Branch Committee meetings shall be given to members thereof with the particulars to be transacted thereat.
120. Subject to these particulars, the Branch Committee may meet together and may adjourn and regulate its meetings, as it thinks fit.

## **COUNCILLORS' RIGHT TO INSPECT**

121. Every Councillor 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 Council or wherever the same may be kept.

## SUBSCRIBERS

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

**Signature of subscribers**

**Signature and address of Witness**

John Scott Edwards

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Maxwell Maurice Canobie

---

Dale Morris Fielding

---

Brett Maxwell Hayter

---

Michael John Hentschke

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Dated this.....day of.....1997.

A-Signature