

# **AUSTRALIAN RED POLL CATTLE BREEDERS INCORPORATED**

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## **CONSTITUTION**

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### AUSTRALIAN RED POLL CATTLE BREEDERS INCORPORATED CONSTITUTION

#### 1. NAME

The name of the organisation shall be "Australian Red Poll Cattle Breeders Incorporated."

#### 2. INTERPRETATION

In this presence unless there is something in the subject matter inconsistent therewith:

"ARPCBI" means "Australian Red Poll Cattle Breeders Inc."

"The National Executive" means "National Executive of the ARPCBI. Prior to 28/09/03 this body was previously called the "National Executive of the ARPS Inc."

"Regional Group" means a Regional Group of the ARPCBI created in accordance with this Constitution.

"Committee" means the Committee of a Regional Group.

"Regional Councillor" means a member of the National Executive for the time being so constituted.

"National Executive" means the members elected under Clause 4C (b) (i) &(ii). Prior to 24/9/98 this body was referred to as "Council" which was elected under different terms to those described in the current clause 4C (b).

"In writing" or "written" means and includes printing, lithography and any other mode of representing or reproducing words in visible form.

Words importing the singular number include the plural and words importing the plural number include the singular.

### 3. OBJECTS

The objects of the ARPCBI shall be to ensure the viability and survival of Red Poll Cattle by:

- (a) Maintaining the purity and improving the breed of cattle known as Red Poll.
- (b) Keeping and maintaining a register of purebred Red Poll Cattle.
- (c) Receiving, verifying, preserving and publishing in a Red Poll Cattle Herd Book, the pedigrees of the said cattle, statistics and other useful information concerning them.
- (d) Investigating suspicious or doubtful pedigrees of Red Poll cattle and alleged misrepresentations relating to them, and to publishing the results of such investigations at the discretion of the National Executive.
- (e) Increasing the education value of agricultural shows and encouraging the exhibition of representative and typical animals of the Red Poll breed by offering trophies or cash prizes for competition thereat, and endeavoring to have competition limited to registered animals and the exhibits judged by competent judges approved by the ARPCBI.
- (f) Promoting fellowship amongst the Red Poll breeders of Australia and furthering their mutual interest generally as far as the breeding of Red Poll cattle is concerned.
- (g) Establishing relations and encouraging exchange with other societies having similar objectives throughout the world.
- (h) Collecting, verifying and publishing information relating to Red Poll cattle and promoting in any way the interests of breeders of such cattle.
- (i) Compiling a list of persons deemed to be competent to act as judges of Red Poll cattle at shows.
- (j) Controlling the conduct of members at shows and in matters appertaining to the maintenance and dealing in or with stud cattle.
- (k) Establishing relations with other organisations and societies whose objectives include the promotion and improvement of the commercial and/or stud cattle industries and/or the livelihoods of the members of the ARPCBI.
- (l) Printing, distributing, selling or making contributions to any newspaper, journal or publication and to advertising or publicising in any way Red Poll cattle.
- (m) Making and from time to time altering, revoking or varying the Regulations to integrate and co-ordinate the work and activities of the ARPCBI with respect to membership and registration of animals in the Red Poll Herd Book.
- (n) Doing all such acts deeds and things as are incidental or conducive to the progress and welfare of the ARPCBI and its members.
- (o) Controlling and regulating the tattooing and branding of Red Poll cattle.
- (p) Controlling and regulating the use of Artificial Insemination (AI) Embryo Transplant (ET) and other reproductive techniques for Herd Book animals within the ARPCBI.
- (q) Encouraging members to participate in genetic evaluation schemes within and across Red Poll herds.

#### 4. ORGANISATIONAL STRUCTURE OF THE ARPCBI.

The ARPCBI. shall be organised as follows:

- A. MEMBERS
- B. REGIONAL GROUPS
- C. A NATIONAL EXECUTIVE which shall be the governing body of the ARPCBI
- D. MEETINGS OF ARPCBI.
- E. AFFILIATED SOCIETIES.

##### 4. A. MEMBERS

- (a) Full membership shall be available to any person, firm, company or organisation actively engaged in breeding pure bred registered Red Poll cattle or whose interests are consistent with the interests of the ARPCBI providing such person, firm, company or organisation shall pay prescribed fees and abide by the Constitution and Regulations of the ARPCBI.

The Annual subscription shall be determined by the National Executive and shall include a portion designated for a Newsletter Subscription. It shall be due and payable on the first day of each financial year.

- (b) Commercial membership of ARPCBI shall be available to breeders of commercial Red Poll cattle and to persons whose interests are consistent with the objects of the Society Inc. but are not entitled to become full members.

Commercial membership shall not permit voting on any matters nor permit the holding of a position on the Executive of a committee or be elected as a Regional Councillor.

Commercial membership fee shall be 25% of Full membership, due and payable on the first day of each financial year. The annual subscription of Commercial members shall in addition include the Newsletter subscription.

- (c) (i) Junior membership of ARPCBI shall be available to persons up to and including 21 years of age but shall not carry voting rights on any matter. The fee for Junior membership shall be 10% of Full membership, due and payable on the first day of each financial year.
- (ii) Membership for schools and/or colleges shall be allowed at the same level as full membership but at the same rate as junior membership provided that the school or college does not want the right to vote at any meeting nor have its representative to hold any position on a committee or be a Regional Councillor.
- (d) Application for membership shall be made to the Federal Secretary in the manner prescribed by the National Executive.
- (e) Any firm, company or organisation shall nominate an individual who shall be entitled as representative of such firm, company or organisation to exercise the membership privileges of the member.
- (f) Every member's name and address shall be entered in a register that shall be open to inspection by members' at all reasonable times at the offices of the Federal Secretary and Regional Secretaries.
- (g) All applications shall be subject to approval by the National Executive who may on their absolute discretion decline to receive, and at anytime after having received, reject any such application without giving any reason for so doing.

If any application shall be rejected any fee paid in respect thereof shall be refunded.

- (h) The National Executive may refuse any application for membership where the applicant has previously ceased to be member by virtue of Clauses m, n, o, and q (i), (ii), (iii), (iv), (v), (vi), (vii) hereunder.
- (i) The National Executive may confer the office of Patron on any person.
- (j) National Executive may elect as an Honorary Life Member any person whom they consider whilst being a member of ARPCBI to have advanced the interests of ARPCBI. Such membership provides the benefits and privileges of full membership of ARPCBI and is bestowed on the individual and not on any firm, company or partnership that they represent.

- (k) Honorary Membership may be conferred by the National Executive upon persons who, not being members of the ARPCBI have rendered significant services to the ARPCBI and/or who are considered worthy of this honour.
- (l) A gratis copy of the last volume of the Herd Book shall, if available, be issued to each full member on acceptance of his application for membership, and subsequent volumes shall also be issued to him at such fee as determined by National Executive, whilst he remains a financial member of ARPCBI unless otherwise determined by National Executive. Previous volumes may be purchased, if available, at such price as the National Executive may from time to time decide.
- (m) No member whose subscription is in arrears shall be entitled to vote at any meetings, be elected to any office, or enter cattle in the Herd Book. Subscriptions shall be deemed to be in arrears when they have not been paid ninety (90) days after the date of posting of the notice that the said subscription is due.
- (n) Any member wishing to resign his membership must do so by written notice to the Federal Secretary of ARPCBI but no such resignation shall relieve any member from payment of any back subscriptions or other moneys due by him to ARPCBI at the time of such resignation.
- (o) The National Executive may expel from ARPCBI or otherwise punish or penalise any member whose conduct in the opinion of the National Executive is discreditable or injurious to the character or interests of ARPCBI or who renders himself unfit to associate with members thereof or who fails to comply with or observe any direction, decision or request of the National Executive within a reasonable time.
- (p) Before a member is expelled or otherwise punished or penalised his conduct shall be enquired into by the National Executive and he shall be given an opportunity to defend himself and to justify or explain his conduct. If a majority of the National Executive present when the matter is enquired into are of the opinion that the member has been guilty of such conduct or action as aforesaid then the National Executive may expel or suspend him from membership or disqualify, fine or otherwise punish or penalise him. In the event of any member being expelled from membership or in the event of any member not obeying or complying with any other penalty imposed by the National Executive then his name shall be removed from the Roll of Members and he shall thereupon cease to be a member. Provided always that any member so expelled may be readmitted to membership should the National Executive so determine.
- (q) A member shall cease to be a member of ARPCBI
  - (i) If he shall resign in accordance with Clause 4 A(n).
  - (ii) If he shall die provided however that the estate of a deceased member may by his personal representative continue as a member at the discretion of the National Executive.
  - (iii) If being a Company it goes into liquidation. Provided however that a Company in liquidation may through its liquidator continue as a member of ARPCBI at the discretion of the National Executive.
  - (iv) If being a firm or partnership such firm or partnership is dissolved or ceases business.
  - (v) If he or it shall not have paid his or its subscription before the close of the financial year.
  - (vi) If he or it is expelled from membership in accordance with the Constitution.
  - (vii) If he has been found guilty of an indictable criminal offence.
- (r) A firm shall not cease to be a member by reason only of a change in the constitution of the firm.
- (s) The National Executive may require any member to furnish such information as the National Executive may require in respect of any act or omission on the part of the member or his agent or servant in or about the management of his stud or the maintenance of his breeding records or the conduct of any sale or in connection with any matter dealt with or regulated by the Constitution and Regulations and to require all or any such information to be verified by such member upon Statutory Declaration.
- (t) Upon any enquiry either by the National Executive or by any Committee whether as to the conduct of a member or otherwise the National Executive or Committee shall at all times and in all things be at liberty to make such investigation and to accept and act upon such information as it may in its discretion think fit regardless of the ordinary rules of evidence and no member shall have any

claim against ARPCBI or against the National Executive or Committee or against any member or Councillor or committeeman in respect of any act matter or thing done in good faith and purporting to be in accordance with the Constitution and Regulations of ARPCBI.

- (u) If any member considers himself penalised as a result of the administration of these Constitution and Regulations by any Regional Group, he may appeal to the National Executive on lodging a deposit of \$100, which may be forfeited to the ARPCBI if the appeal be dismissed. A report from the Regional Group will be considered and the aggrieved member may put his own case. The decision of the National Executive shall be final.
- (v) It shall be the duty of all members to keep proper records of their stud-breeding activities, such records to be open for inspection at any time by any person appointed by the National Executive.
- (w) Members shall furnish the National Executive with an active herd list upon request.
- (x) The liability of a member of ARPCBI to contribute towards the payment of the debts and liabilities of ARPCBI or the costs, charges and expenses of the winding up of the ARPCBI is limited to the amount, if any, unpaid by the member in respect of membership of ARPCBI as required by clause 4A (a) - (c) inclusive.
- (y) A person who has ceased to be a member shall:
  - (i) Not be entitled to any share or interest in the property of ARPCBI or to any of the rights and privileges of a member.
  - (ii) Forfeit all rights and claims whatsoever as a member against each and every other member of ARPCBI.
  - (iii) Nevertheless remain liable for and shall pay to the ARPCBI all moneys whatsoever for which at the time of his ceasing to be member he is liable.
  - (iv) Be subject to such liabilities as may be provided by the Constitution.
- (z) A Commercial or Junior member shall have no proprietary interest in the property of ARPCBI.

#### **4. B. REGIONAL GROUPS**

- (a) The National Executive may authorise the formation of Regional Groups provided that:-
  - (i) Former State Branches as at the adoption of this Constitution (October 1991) shall be deemed to be Regional Groups,
  - (ii) Not less than six (6) full members indicate their desire to form such a group, and
  - (iii) The National Executive considers that the group so formed will benefit the Regional promotion of the breed.
- (b) Each Regional Group shall be named by the National Executive according to the geographic area in which the Region is based.
- (c) Regional Groups may apply to the ARPCBI for grants to cover expenses. The amount of such grants shall be determined by the National Executive.
- (d) The National Executive shall issue from time to time such guidelines as necessary for the proper functioning of Regional Groups.
- (e) Each Regional Group shall be subject to such directions as are given from time to time by the National Executive and subject always to the control of the National Executive. The management of the affairs of each Regional Group shall be in the hands of a Committee.
- (f) Every Regional Group shall:
  - (i) Hold not less than two (2) meetings in each year of which not less than 14 days notice in writing shall be given to each member of the Group and to the Federal Secretary of ARPCBI stating the time, place and the business of the meeting.
  - (ii) Elect at the first meeting of the Group a Chairman and a Secretary/Treasurer, who shall be full members of ARPCBI and who shall hold office for the ensuing 12 months and a

Committee of other full members as determined by the Group to act with the Chairman and Secretary/Treasurer on behalf of the Group to implement the policies decided by the Group.

- (iii) Circulate minutes of all meetings of the Group to every member of the Group and to the Secretary of ARPCBI.
- (iv) Carry out such functions as are delegated to it by the National Executive.
- (v) Collect from its members such fees or monies as may from time to time be determined by the Group and approved by the National Executive.
- (g) No Regional Group shall:
  - (i) Act contrary to the Constitution or Regulations of ARPCBI or the guidelines for Regional Groups issued by the National Executive.
  - (ii) Assume in any other manner the powers or functions of the National Executive except when delegated by the National Executive.
- (h) The annual meeting of each Regional Group shall take place at such time and place as the Committee shall decide. The Business of the annual meeting of the Regional Group shall include:
  - (i) To receive and consider the Annual Report of the Regional Group.
  - (ii) To receive and consider the Financial Statements for the financial year just ended.
  - (iii) To elect from its own members a Committee.
- (i) Not more than 30 days after the Annual Meeting, the Secretary/Treasurer shall send to each regional member a copy of the Annual Report, the financial statement and a copy of the Minutes of the Annual Meeting.
- (j) The Regional Group Committee shall comprise not less than five including a Chairman, Vice Chairman and Secretary/Treasurer. Any casual vacancy on the Regional Group Committee may be filled by the Regional Group Committee.
- (k) The Regional Group Committee shall have the power to act notwithstanding the occurrence of any vacancy amongst its members. The Committee shall have power to appoint sub-committees to inquire into such things as the Regional Group Committee deems fit.
- (l) The Regional Group Committee may subject to Clause 4 B (g) (i) regulate its meetings in such manner as it deems fit and may from time to time determine its own quorum.
- (m) A Regional Group Committee may divide its area of responsibility 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 ARPCBI and to promote the interests of the Red Poll breed in his district.
- (n) Each Regional Group Secretary/Treasurer shall be the corresponding and receiving officer of the Regional Group. All monies received by the Regional Group Secretary/Treasurer shall be banked where the Regional Group Committee shall direct, such account to be operated upon by any two of the Chairman, Vice Chairman, Secretary/Treasurer or other nominees.
- (o) General Meetings of a Regional Group shall be called by the Regional Group Secretary/Treasurer on instructions from the Chairman or on written request from 5 members.
- (p) The quorum for General Meetings of a Regional Group shall be determined by the Regional Group concerned.
- (q) Any Regional Group which, in the opinion of the National Executive acts contrary to any part of the Constitution shall be liable to withdrawal of authorisation or such other action as the National Executive considers appropriate.
- (r) The Regional Group shall within fourteen (14) days after service of such notice deliver up to the National Executive all its books records cash on hand and money in banking accounts and the Regional Group and all members of ARPCBI resident to that Region shall furnish to the National Executive both then and at any time thereafter all such information and explanations as may be required by the National Executive or be necessary as regards the affairs of the Regional Group.

- (s) At the expiration of the period of fourteen (14) days aforesaid the Regional Group shall cease to exist and all offices there under shall be vacated and no member of ARPCBI resident in that Region may hold himself out as being a member of the Region or as representing it or ARPCBI except in so far as he may at the express direction of the National Executive be required as a member of the ARPCBI. and on its behalf to attend to the completion of anything involved in winding-up of the affairs of the Regional Group.
- (t) At any time thereafter the National Executive may cause to be taken such action as it may think fit to reconstitute a Regional Group in that Region.

#### 4. C. NATIONAL EXECUTIVE

- (a) The affairs of ARPCBI shall be managed by the National Executive, which shall also be the governing body of the Regional Groups.
- (b) The National Executive shall comprise
  - (i) One (1) member elected by ballot of members of each of the Regional Groups of ARPCBI hereinafter called Regional Councillors.
  - (ii) Two (2) members elected by ballot of all members hereinafter called Federal Councillors. Federal Councillors shall be elected in alternate years to Regional Councillors.
  - (iii) The immediate past President for one year after an election providing he/she has not been re-elected as a Regional or Federal Councillor.
  - (iv) Such other members nominated by affiliated organisations under clause 4.E of this Constitution.
- (c) The President of the ARPCBI shall be elected by the National Executive from the elected members of the National Executive. The President shall be elected for a term of two (2) years. No person shall hold office as President for more than four (4) years consecutively. However, in the event of there being no nomination for the Presidents position, the existing President could be re elected for another 2 year term. In the event of the President retiring or ceasing to be a member of the National Executive during the term for which he/she has been elected, the Vice-President shall succeed to the office of President of ARPCBI.
- (d) The National Executive shall elect from their number a Vice-President and Treasurer.
- (e)
  - (i) Regional members of the National Executive elected by postal ballot as hereinafter provided shall retire each two (2) years, but shall be eligible to stand for re-election.
  - (ii) At no time shall there be more than one (1) Regional Councillor from any one Region on National Executive provided always that in the event of a Councillor moving his place of residence to another State from that at which he resided at the date of his election to the National Executive then such Councillor shall until the next election be deemed to remain a resident of the State in which he resided at the date of his election to the National Executive.
  - (iii) Federal Councillors of the National Executive elected by postal ballot as hereinafter provided shall retire each two (2) years, but shall be eligible to stand for re-election.
  - (iv) At no time shall there be more than one (1) Federal Councillor from any one Region on National Executive provided always that in the event of a Councillor moving his place of residence to another State from that at which he resided at the date of his election to the National Executive then such Councillor shall until the next election be deemed to remain a resident of the State in which he resided at the date of his election to the National Executive.
- (f) In the event of a vacancy or vacancies occurring between Regional elections, or in the event of there being no proper nominations of a Regional Councillor for any Region, the National Executive shall have power to fill such vacancy or vacancies and any such appointee(s) shall hold office until the next Regional election for National Executive.
- (g) The National Executive shall have power to appoint a Secretary and such other officers deemed necessary for the efficient functioning of ARPCBI and to fix from time to time remuneration for their services.
- (h)
  - (i) Regional Members of the National Executive shall be elected biennially by postal ballot and the Secretary shall at least fifty five (55) days and not more than sixty five (65) days prior to the date of



the Annual General Meeting in the year in which Regional elections are to be held by notice to members, posted or transmitted electronically to that Member at their registered address, call for nominations for the election of Regional Councillors.

(ii) Federal members of the National Executive shall be elected biennially by postal ballot and the Secretary shall at least fifty five (55) days and not more than sixty five (65) days prior to the date of the Annual General Meeting in the year in which Federal elections are to be held by notice to members, posted or transmitted electronically to that Member at their registered address, call for nominations for the election of Federal Councillors.

(iii) Nominations for the election of Federal and Regional Councillors shall be in writing signed by two (2) full members other than the member nominated and shall be furnished to the Secretary within twenty one (21) days of the date of posting by the Secretary to members at their registered address of notices calling for nominations of members of National Executive.

Nominations for the election of a Regional Councillor shall specify the Region for which the nomination is made and the person nominated and members signing his/her nomination shall be members of that Region.

(iv) The written consent of the person nominated for election to the National Executive shall be furnished to the Secretary not later than the closing date for nominations, otherwise his/her nomination shall not be accepted.

(v) Within fourteen (14) days after the closing date for Regional Councillor nominations, the Secretary shall issue ballot papers for the election of Regional Councillors for Regions where there is more than one (1) nominee and ballot papers for each Region shall set out the surnames (followed by the given names or initials) in alphabetical order of the members nominated for election in that Region, together with instructions for voting, and the ballot papers and instructions shall be posted to every member at his registered address within seven (7) days last aforesaid.

(vi) Within fourteen (14) days after the closing date for Federal Councillor nominations, the Secretary shall issue ballot papers for the election of Federal Councillors where there is more than one (2) nominees or two nominations from one region. Ballot papers shall set out the surnames (followed by the given names or initials) in alphabetical order of the members nominated for election, together with instructions for voting, and the ballot papers and instructions shall be posted to every member at his registered address within seven (7) days last aforesaid.

(vii) In the issuing of voting instructions each voter shall be instructed to cross out the name of each candidate for whom he does not wish to vote.

(viii) The names of any retiring members appearing on the list of nominations shall be marked with an asterisk.

(ix) The President, or failing him the Secretary, shall appoint by memorandum in writing a Returning Officer and two or more scrutineers to superintend the taking of the ballot.

(x) Any equality in voting shall be resolved by lot.

(xi) The Ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the Secretary and the Returning Officer.

(xii) The ballots for Councillors shall close at 4.00 o'clock in the afternoon of the day seven (7) days preceding the Annual General Meeting.

(xiii) The Returning Officer, after counting the Regional votes, shall certify in writing to the President within seven (7) days of closure of the ballot the result of the ballot in each Region and the President shall declare elected in each Region the person whose total of ballot votes exceeds those of the other nominees.

(xiii) The Returning Officer, after counting the Federal votes, shall certify in writing to the President within seven (7) days of closure of the ballot the result of the ballot and the President shall declare elected the two (2) persons whose total of ballot votes exceeds those of the other nominees. Only one nominee per region will be considered valid.

(xiv) A ballot paper shall be informal on which appear votes for more or less than the number of candidates to be elected.

(xv) The Returning Officer's decision shall be final and binding in respect of all matters affecting the election.

- (xvi) The election by ballot of any member of National Executive shall take effect as at the close of the Annual General Meeting next succeeding the close of the ballot.
- (xvii) The Chairman of the Annual General Meeting shall announce the names of those persons who have been elected Councillors on National Executive.
- (i) The members of the National Executive for the time being and every officer employed by ARPCBI acting without wilful default in the course of their or his/her duties as such National Executive, Federal or Regional Councillor or officer, shall be entitled to an indemnity out of the execution by them or him/her of such duties.
  - (i) ARPCBI will not be responsible for any loss or damage that may be sustained by anyone through the inaccuracy, omission, alterations or cancellation of any registration in the Herd Book.
- (j) The National Executive shall have power from time to time to make, alter and repeal all such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of ARPCBI and in particular, but not exclusively, with regard to:
  - (i) Governing the printing and publishing of the Red Poll Herd Book.
  - (ii) Prescribing the requirements for entry and registration in the Red Poll Herd Book.
  - (iii) Prescribing the fees to be payable in respect of entries registrations and recordings.
  - (iv) Prescribing the conditions upon which animals will be accepted for and in the circumstances in which animals will be rejected from entry and registration in the Red Poll Herd Book.
  - (v) Registering transfers of ownership and deaths of Red Poll cattle.
- (k) Subject to the Constitution of ARPCBI and to such direction as may from time to time be given by ARPCBI in general meeting or in a poll the management of the business and the control of ARPCBI 's finances and affairs shall be vested in the National Executive, which may exercise all such powers and do all such things as may be exercised or done by the ARPCBI and as are not hereby expressly directed or required to be exercised or done by ARPCBI in general meeting.
- (l) The President shall be ex-officio Chairman of every sub-committee and he/she may if he/she so desires appoint another nominee as Chairman of such sub-committee. If no such Chairman is appointed or if at any meeting the Chairman or his nominee is not present within ten minutes after the time appointed for holding the meeting, the members present may appoint one of their number to be Chairman of the meeting.
- (m) All acts done at any meeting of the National Executive shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the National Executive be as valid as if the National Executive had been duly qualified and appointed.
- (o) The office of Regional Councillor shall be vacated:-
  - (i) if the appointment be revoked by the members of the Region which the Regional Councillor represents;
  - (ii) if the Regional Councillor dies, or resigns in writing from office as a Regional Councillor;
  - (iii) if the Regional Councillor ceases to be a member of ARPCBI.
- (p) In the event of any Regional Councillor being unable to attend at any meeting of the National Executive the Chairman of the Region to which he belongs may appoint a deputy or proxy or such Chairman may depute to the Regional Councillor the right to appoint a deputy or proxy and the deputy or proxy shall have the same rights of voting or otherwise as the appointed Regional Councillor. Notification of the appointment of such deputy or proxy shall be made in writing to the Secretary prior to the meeting. The person appointed as deputy or proxy for a Regional Councillor must be a financial member of ARPCBI, or may be another Regional Councillor, in which event he/she shall have voting rights according to the number of proxies held by him/her.
- (q) The administrative office of the National Executive shall be located as determined by National Executive.

#### **4. D. MEETINGS OF ARPCBI**

- (a) The Annual General Meeting of members shall be held at such time and place as the National Executive shall determine, such meeting to be convened in writing by notice sent to each member of ARPCBI at his registered address at least fourteen (14) days prior to the date of the meeting and the business stated. At the Annual General Meeting twenty-five per cent (25%) financial members entitled to vote and representing not less than three Regional Groups present in person or by signed proxy shall form a quorum.

- (b) The Business of the Annual General Meeting of ARPCBI shall include:
  - (i) To receive and consider the Annual Report of ARPCBI
  - (ii) To receive and consider the Financial Statements for the financial year just ended.
- (c) The National Executive shall meet as often as they shall deem expedient and three (3) National Executive Councillors there shall form a quorum. Fourteen (14) days notice of all National Executive meetings shall be sent to every Regional Secretary/Treasurer and every member of the National Executive at his registered address together with particulars of business to be transacted thereat.
- (d) At the written request of twenty percent (20%) full members of ARPCBI or on instruction from the National Executive, the Secretary of ARPCBI shall call a Special General Meeting of members of which fourteen (14) days notice shall be given and the business stated. At any such Special General Meeting twenty five percent (25%) financial members entitled to vote and representing not less than three Regional Groups present in person or by signed proxy shall form a quorum.
- (e) The President shall take the Chair at all General Meetings of ARPCBI or in his absence the Vice-President or if there be no Vice-President present then a member of National Executive, to be determined by the meeting, shall preside.
- (f) At all General Meetings of ARPCBI and all National Executive meetings the Chairman shall have a deliberative and if necessary a casting vote on all matters which may be put to the vote, save the election of members of National Executive.
- (g) The ruling of the Chairman of a meeting shall be final in all matters of order and procedure, save in the event of the carriage of a motion of dissent from the chair.
- (h) Voting at any meeting shall be decided upon voices for and against put if so directed by the Chairman or a show of hands unless a poll is (before or on the declaration of the result of the voices or a show of hands) demanded by:
  - (i) The Chairman
  - (ii) Three members present in person or by proxy.

Unless a poll is so demanded

- (i) a declaration by the Chairman that a resolution has by voices or alternatively on a show of hands been carried or carried unanimously or by a particular majority or lost; and
- (ii) an entry to that effect in the book containing the minutes of the proceedings of the meeting 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.
- (i) 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 the chairman or on the question of adjournment shall be taken forthwith.
- (j) In the case of an equality of votes whether on voices or on a show of hands or on a poll the chairman of a meeting at which voting by voices or show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (k) A member may vote at any general meeting on voices or a show of hands or a poll in person or by proxy or by his attorney under power or in the case of a member being a corporation by its representative duly authorised pursuant to Section 140 of the Companies Act. A member or the proxy attorney or representative as aforesaid of a member shall on voices or on a show of hands or on a poll have one vote.
- (l) 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 voices or 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 a proxy or attorney.
- (m) The instrument appointing a proxy shall be in writing in the common or usual form signed by the appointer or by any attorney under power of the appointer and empowered by the instrument of his appointment to sign such proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- (n) An instrument appointing a proxy may provide that the holder thereof shall vote in favour thereof or against any resolution or resolutions as specified therein in which event no vote cast by the holder thereof other than in accordance with the authority of the said instrument of proxy shall be counted.
- (o) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notorally certified copy of that power or authority shall be deposited with the Secretary of ARPCBI not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (p) 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 or unsoundness of mind or revocation as aforesaid has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (q) Voting on matters arising at a meeting shall be restricted to full members who are financial members and life members who may be present in person or by proxy at the meeting.

#### **4. E. AFFILIATED SOCIETIES**

- (a) The National Executive may grant affiliation to another society or organisation in Australia or another country provided:
  - (i) The Constitution, Rules and Regulations of such society or organisation are not in conflict with the Constitution of ARPCBI.
  - (ii) The title of such society or organisation is acceptable to the National Executive of ARPCBI.
  - (iii) Such society or organisation shall agree to representatives of the National Executive of ARPCBI attending any meeting of members or of a National Executive of such society or organisation provided that
    - (aa) The costs of such attendance's shall not be a charge upon the affiliated society or organisation
    - (bb) Representative of the National Executive of ARPCBI shall not have the right to vote at such meetings.
  - (iv) Such society or organisation shall meet the reasonable costs incurred by ARPCBI as a result of affiliation.
- (b) An affiliated society or organisation shall have full control of the affairs of its own members in respect of administration, finances, inspections of cattle and acceptance of cattle for entry into the Herd Book of such affiliated society or organisation.
- (c) Cattle accepted into the Herd Book of an affiliated society or organisation shall appear in an appendix to the Herd Book of the Australian Red Poll Cattle Breeders Inc.
- (d) Notwithstanding any other part of this section of the Constitution the National Executive of the Australian Red Poll Cattle Breeders Inc. may in its absolute discretion refuse affiliation to any society or organisation or may disaffiliate any affiliated society or organisation and remove the appendix of cattle under control of that society or organisation from the Herd Book of the Australian Red Poll Cattle Breeders Inc.

#### **5. POWERS AND DUTIES OF NATIONAL EXECUTIVE**

- (a) The National Executive may exercise all or any of the powers of ARPCBI and do all such acts and things as may be exercised or done by ARPCBI or which it considers are necessary or expedient to carry out the objects of ARPCBI provided nevertheless that no such acts or things shall be inconsistent with or shall affect or repeal anything contained in the Constitution and Regulations.
- (b) The National Executive shall have the control and management of the income and expenditure of ARPCBI and shall have the power to appoint and remove its officers and employees and shall determine the salaries and other terms on which all such officers and employees shall hold their offices.

- (c) The National Executive shall have power to:
- (i) Borrow money for the purposes of ARPCBI and mortgage or charge its assets and to issue security for any debt of ARPCBI.
  - (ii) Generally to purchase take on lease or licence (including building lease) or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or convenient for the purposes of ARPCBI and in particular any land buildings farms easements chattels machinery plant or stock.
  - (iii) To construct, repair, maintain, alter or demolish any buildings or works for the purpose of ARPCBI.
  - (iv) To invest and deal with the money of ARPCBI not immediately required in such manner as may from time to time determine.
  - (v) To lend money to such persons or bodies and on such terms as may seem expedient for the benefit of ARPCBI and in particular to such bodies or organisations having objects or purposes similar to those of ARPCBI.
  - (vi) To sell, improve, develop, exchange, lease mortgage encumber dispose of turn to account or otherwise deal with all or any part of the property of ARPCBI.
  - (vii) At the time of collection of the Annual membership subscription, collect an additional fee for any Regional Group as approved by a general meeting of that Regional Group.
  - (viii) To do all such lawful things as are incidental to the above.
- (d) The National Executive shall have power to make, alter, vary or rescind such Regulations as it deems necessary or expedient for effectively carrying out the objects of ARPCBI subject to clause 5 (a) above.
- (e) The National Executive shall have the exclusive power:
- (i) To compile, control, print and publish ARPCBI 's Herd Book and the control of admissions thereto.
  - (ii) To register Red Poll cattle and the progeny thereof.
  - (iii) To register transfers of ownership and deaths of Red Poll cattle.
  - (iv) To make rules to enable it to carry out sub-clauses (i), (ii) and (iii) hereof and to fix such fees as it may from time to time deem expedient.

The decision of National Executive on all such matters shall be final and binding.

- (f) Unless otherwise herein provided the National Executive shall be the sole authority for the interpretation of the Constitution and Regulations made hereunder and the decision of the National Executive upon any question of interpretation or upon any matter affecting ARPCBI or the administration of its affairs or of the procedure to be adopted in reference to any particular matter shall be final and binding on all members.
- (g) National Executive shall have power to fix fees as determined by various clauses of this Constitution. National Executive may not change the Annual Subscription by more than 10% in any one financial year without the approval of a General Meeting of ARPCBI.
- (h) (i) The Common Seal of ARPCBI. shall be kept in the custody of the Secretary.
- (ii) The Common Seal shall not be affixed to any instrument except by the authority of the National Executive and the affixing of the Common Seal shall be attested by the signatures of two members of the National Executive.

## **6. FINANCE AND ADMINISTRATION**

- (a) The income and property of ARPCBI, from whatever source derived, shall be applied solely towards the promotion of the objects of ARPCBI, and no portion of the funds shall be paid or transferred directly or indirectly to members. Provided that nothing herein contained shall prevent the payment in good faith or remuneration to any treasurer, secretary, officer, clerk or employee of the ARPCBI,

or to any member of the ARPCBI., or any other person in return for any services actually rendered to ARPCBI, or the awarding of any prize or money given by the ARPCBI. to any member.

- (b) The financial year of ARPCBI. shall end on the 30th June in each year.
- (c) (i) Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books, registers and other documents relating to ARPCBI.  
  
(ii) The records, books, registers and other documents of ARPCBI shall be open to inspection, free of charge, by a member of ARPCBI at any reasonable hour.
- (d) All payments made by ARPCBI shall be passed for payment at a meeting of the National Executive. A list of payments made since the previous National Executive meeting shall be presented at the next National Executive meeting for approval.
- (e) All payments shall be paid by either cheque or internet banking, and all transactions shall be verified by written communication by any two of the President, Treasurer and Secretary.
- (f) All money payable to ARPCBI shall be received by the Secretary and banked where the National Executive shall direct.
- (g) The National Executive may disperse any surplus funds of ARPCBI amongst the Regional Groups in such manner and proportions as it deems fit.
- (h) The Secretary shall keep full and accurate minutes of the meetings of, and carry out the directions of the National Executive. He/she shall be the corresponding and recording officer of the ARPCBI and shall receive applications for registration of stock in the Herd Book and entries for other registers conducted by ARPCBI. He/she shall supervise the compilation of the Herd Book and arrange for the printing, publication and distribution thereof.

#### **7. REGULATIONS OF ARPCBI**

- (a) Regulations shall be determined from time to time by the National Executive for the purpose of managing the affairs of ARPCBI.
- (b) Any regulation made by the National Executive shall, with the exception of any changes in fees referred to in clause 5 (g) hereof, be subject to confirmation at the next duly constituted general meeting of members and the matter shall be determined by simple majority of financial members present and entitled to vote at such meeting provided that in the event of any regulation being subsequently disallowed by the general meeting any action of the National Executive under the said regulation till the time to the meeting shall not thereby be rendered invalid.

#### **8. AMENDMENTS TO THE CONSTITUTION**

- (a) Amendments to this Constitution may be proposed from time to time by lodging notice of the proposed amendment with the Secretary.
- (b) Notice of a proposed amendment shall be signed by the proposer and at least five (5) other financial members of ARPCBI.
- (c) Subject to clause 8 (d) and provided that notice of the proposed amendment shall have been lodged with the Secretary at least 28 days before the next duly constituted general meeting of the ARPCBI Inc. the proposed amendment shall be placed on the agenda of the next duly constituted general meeting of ARPCBI.
- (d) No such proposed amendment shall be entertained at a meeting of ARPCBI unless at least fourteen (14) clear days' notice thereof shall have first been given by the Secretary to members.
- (e) Subject to clause 9, an amendment to the Constitution shall be valid if a proposal for amendment is approved by either of the following procedures:
  - (i) By a two thirds majority of members present in person or by proxy and entitled to vote at a general meeting of ARPCBI, or
  - (ii) By the members voting in a poll.

## 9. POLLS

- (a) A poll of the members of ARPCBI conducted pursuant to sub-clause (c) of this clause, clause 9 (e) or clause 4.C. of the Constitution shall be conducted in accordance with this clause.
- (b) (i) The Secretary shall send a notice which shall set forth the matters provided in sub-paragraph (ii) to each person who is a financial or life member of ARPCBI on the day upon which the notices for the poll are posted. The notice shall be sent by ordinary prepaid post addressed to the member at the address of the member appearing in the Register of Members.
  - (ii) Each notice shall state:
    - (aa) the matter or matters upon which the poll is conducted.
    - (bb) the time and place at which the poll will close provided that the time specified for the closing of the poll shall be not less than 28 days from the day of posting notices to members pursuant to sub-paragraph (i).
  - (iii) Enclosed with each notice there shall be a ballot paper setting forth the proposition upon which the poll is being conducted.
  - (iv) Each member voting in the poll shall signify his consent to or dissent from the proposition upon which the poll is being conducted by marking "yes" or "no" upon the ballot paper and returning the ballot paper to the place at which the poll will close by the time of the close of the poll.
- (c) (i) The National Executive may at any time direct the Secretary to conduct a poll upon any matter.
  - (ii) A General Meeting by a simple majority of members present and entitled to vote may direct the National Executive to cause the Secretary to conduct a poll upon any proposal for amendment to the Constitution or Regulations that has been properly considered as part of the business before that General Meeting.
- (d) In a poll upon a proposal that the Constitution or the Regulations be amended a two thirds majority of members voting in the poll shall be necessary for the proposal to be approved and the amendment to be valid provided that if a proposal that the Constitution or the Regulations be amended is approved by a two thirds majority of members present in person or by proxy and entitled to vote at a general meeting and at the General Meeting it is resolved by a simple majority or by the National Executive within 28 days of the General Meeting that a poll be conducted upon whether the proposal so approved by the general meeting be approved the amendment approved by the General Meeting shall be held in suspense and the Secretary shall within 28 days of the General Meeting conduct a poll and if in that poll less than two thirds of the members voting shall vote that the proposal be approved the proposal shall not be approved and shall be deemed never to have been a valid amendment to the Constitution or the Regulations notwithstanding that it shall have been approved by a two thirds majority of the members present in person or by proxy and entitled to vote at a General Meeting.
- (e) In a poll upon a proposal other than a proposal to which sub-clause (d) hereof applies a simple majority shall be necessary for the proposal to be approved and a decision in a poll to which this sub-clause applies shall prevail over any prior inconsistent decision of a General Meeting to the extent of the inconsistency.