

# STATEMENT OF PURPOSES

Associations Incorporation Act 1981 - Section 5(b)

1. The name of the proposed incorporated association is SOUTHDOWN AUSTRALIA Incorporated.
2. The purposes for which the proposed incorporated association is established are:-  
(Note: The purposes should be set out in numbered paragraphs.)
  - (a) Encouragement of the breeding and improvement of Southdown sheep throughout Australia and the maintenance of quality and type.
  - (b) Encouragement of an amicable spirit among all breeders.
  - (c) To encourage the use of registered Southdown sheep and to undertake promotion to that end and judicious publicity.
  - (d) Donation or augmentation of prizes and arrangement of classes at Royal and Country Shows and recommendations to Agricultural Societies and others desiring the names of persons who in the opinion of the Committee are suitable for inspecting and judging Southdown sheep.
  - (e) Nomination of candidates for vacancies on the Committee of Southdown Australia Incorporated and on the Southdown Judges Panels.
  - (f) To co-operate in every possible way with the Australian Stud Sheep Breeders Association Limited.
  - (g) To consider all questions affecting the interests of sheep breeders and when necessary to promote deputations to wait upon Government Departments in relation to general measures affecting sheep.
  - (h) To guard the quality of all Southdown sheep sold for export and if necessary sheep sold for stud breeding purposes by rigid inspection by a panel of at least two registered breeders of the Association selected by the Committee.
  - (i) To impress on prime lamb breeders generally the fact that the continued use of registered rams must have a beneficial effect on the lamb raising industry as a whole.
  - (j) To promote and protect the interest of all people engaged in the breeding development and promotion of Southdown sheep.
  - (k) The income and property of the Association whensoever derived shall be applied solely towards the promotion of its objects and no member of the governing body shall be appointed to any salaried office or office of profit in the Association and no remuneration or other benefit in money or moneys-worth shall be given by the Association to any such member except the repayment of out-of-pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let to the Association.
  - (l) To do all such lawful things as are incidental or conducive to the attainment of the above purposes.

Signature of applicant: *(Same person that signed overleaf)*

Dated

<b>LODGED BY ADDRESS</b>  <b>PHONE No.</b> <i>(Business Hours)</i>	C.G.L. FINCHAM 3 MORKHAM COURT LAKES ENTRANCE VIC 3909 (03) 5155 4855	OFFICE USE ONLY CERTIFICATE of INCORPORATION granted on  <b>5<sup>th</sup> December 2005</b>  Deputy/Assistant Registrar of Incorporated Associations
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STATEMENT OF PURPOSES - Cont'd.

Solely for the purpose of furthering the purposes set out above the Association shall have the following powers:-

- (a) To indemnify any person for any loss or damage incurred as a result of having on behalf of the said incorporated Association become liable to pay any amount by way of damages or otherwise.
- (b) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed by the Association under or by virtue of the rules.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property both real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association provided always that should the Association take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by Law having regard to such trusts.
- (d) To enter into any arrangements with any authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association:-
  - (i) to obtain from any such authority any rights, privileges and concessions which the Association may think desirable to obtain;
  - (ii) and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, work-men and other persons as may be necessary or convenient for the purposes of the Association and to pay to them or other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
- (f) 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 or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (g) To invest and deal with any money of the Association not immediately required in such manner as may from time to time be thought fit.
- (h) To take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- (i) To lend and advance money or credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

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STATEMENT OF PURPOSES - Cont'd.

- (j) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or payoff any such securities.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (m) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (n) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in Paragraph 3(d) hereof.
- (o) 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 Association, in the manner of donations, annual subscriptions or otherwise.
- (p) To print and publish any written material that the Association may think desirable for the promotion of its objects.
- (q) To amalgamate with any one or more incorporated associations having objects altogether or in parts similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
- (r) To purchase or otherwise acquire and undertake the whole or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorized hereunder to amalgamate.
- (s) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized hereunder.
- (t) To make donations for patriotic, charitable or community purposes.
- (u) To make rules, regulations and by-laws for the proper government of the Association and to do all such other lawful things as in the opinion of the Association are incidental or conducive to the attainment of the above objects or any of them and the exercise of the powers or any of them of the Association.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED.

NAME

1. The name of the incorporated association is SOUTHDOWN AUSTRALIA INCORPORATED (in these Rules called the "Association").

INTERPRETATION.

2. (i) In these Rules, unless the contrary intention appears:-  
"Committee" means the Committee of Management of the Association.  
"Financial year" means the year ending on 30th June.  
"General Meeting" means a general meeting of members convened in accordance with Rule 11.  
"Member" means a member of the Association.  
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.  
"The Act" means the Associations Incorporation Act 1981.  
"The Regulations" means regulations under the Act.  
"relevant documents" has the same meaning as the Act.
- (ii) In these Rules, a reference to the Secretary of an Association is a reference:-
  - (a) Where a person holds office under these Rules as Secretary of the Association to that person; and
  - (b) in any other case, to the Public Officer of the Association.
- (iii) Words or expressions contained in these Rules shall be interpreted in accordance with the Provisions of the Acts Interpretation Act 1958, and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP.

3. (i) (a) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.
- (b) The membership shall be limited to owners of Southdown flocks registered in the Flock Book of the Australian Stud Sheep Breeders Association Limited. Such members shall only be accepted on the approval of the membership committee of Southdown Australia Incorporated when such applications are being considered.
- (c) Honorary Life Members of the Association may be appointed at the discretion of the Committee and such members shall be invited to all Committee meetings and accorded full voting rights. These appointments to be in recognition of outstanding and exceptional service to the Association.
- (d) All financial members of the Association are accorded ONE VOTE at the Annual Meeting.
- (e) Terms of membership shall be fees as laid down by the Committee. All fees shall be payable to Southdown Australia Incorporated.
- (f) No member excepting Honorary Members shall be entitled to vote at any meeting of the Association unless the member is financial. Any member whose subscription is in arrears twelve months shall cease to be a member. No member whose subscription is in arrears shall be entitled to be elected to any office or otherwise take part in the affairs of the Association.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Application for Membership - Cont'd.

3. (ii) A person who is not a member of the Australian Stud Sheep Breeders Association Limited at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
- (a) unless he or she is nominated as provided in sub-clause (iii); and
  - (b) his or her admission as a member is approved by the Committee.
- (iii) A nomination of a person for membership of the Association:-
- (a) If the applicant is a Director, by and on behalf of a Company or partnership, then only one Director or one Partner may be able to vote, either personally or by proxy. Voting Director or Partner is to be nominated in writing on an annual basis.
  - (b) Nomination for membership shall be made in writing in the form set out in Appendix 1, and
  - (c) Shall be lodged with the Secretary of the Association.
- (iv) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- (v) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (vi) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he/she is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (vii) The Secretary shall, upon payment of the amounts referred to in sub-clause (vi) within the period referred to in that sub-clause enter the nominee's name in the Register of Members kept by him and upon the name being so entered, the nominee becomes a member of the Association.
- (viii) A right, privilege, or obligation of a person by reason of his/her membership of the Association:-
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his/her membership whether by death or resignation or otherwise.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (i) The Association has no entrance fee. However, such fee may be imposed by the Committee.
- (ii) The Annual Subscriptions shall be directly payable to the Secretary of Southdown Australia Incorporated. Renewals are payable in advance or before 1<sup>st</sup> July in each year. Subscriptions to be determined at the Annual General Meeting of the Association each year.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

REGISTER OF MEMBERS.

5. The Secretary shall keep and maintain a Register of Members in which shall be entered the full name and address of each member and the date on which each members name was entered in the Register. The Register shall be available for inspection for members free of charge by any member upon request. A member may make a copy of entries in the register.

RESIGNATION AND EXPULSION OF MEMBER.

6. (i) A member of the Association who has paid all monies due and payable by him/her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his/her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.  
Upon the expiration of a notice given under sub-clause (i), the Secretary shall make in the Register of Members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
7. (i) Subject to these Rules, the Committee may by resolution:-
- (a) expel a member from the Association.
  - (b) suspend a member from membership of the Association for a specified period, or
  - (c) fine a member in accordance with Regulation 2, if the Committee is of the opinion that the member has:-
    - (i) refused or neglected to comply with these Rules, or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
  - (d) The Committee may, after enquiry, expel from the Association or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character of the Association or the breed or who fails to comply with any direction or requirements of the Committee within a reasonable time. The members shall, before being dealt with, be advised by registered letter and given the opportunity of attending such enquiry and making an explanation. After due enquiry as aforesaid, the Committee's decision shall be final.
  - (e) Any member found guilty of dealing in unregistered rams shall be expelled from the Association.
- (ii) A resolution of the Committee under sub-clause (i):-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not less than 28 days after the service on the member of a notice under sub-clause (iii) confirms the resolution in accordance with this clause, and
  - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

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Regulation 2. provides that the Committee of an Incorporated Association may impose a fine not exceeding \$500.00 on a member who commits a breach of the Rules of the Incorporated Association.

CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Resignation and Expulsion of Member. - Cont'd.

7. (iii) Where the Committee passes a resolution under sub-clause (i) the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he/she may do one or more of the following:-
    - (i) attend the meeting,
    - (ii) give to the Committee before the date of that meeting, a written statement seeking the revocation of the resolution,
    - (iii) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (iv) At a meeting of the Committee held in accordance with sub-clause (ii), the Committee:-
- (a) shall give to the member or his or her representative an opportunity to be heard,
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
  - (d) if at that meeting, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (v) Where the Secretary receives a notice under sub-clause (iii), he or she shall notify the Committee and the Committee shall convene a General Meeting of the Association to be held within twenty-one (21) days after the date on which the Secretary received the notice.
- (vi) At a General Meeting of the Association convened under sub-clause (v):-
- (a) No business other than the question of the Appeal shall be transacted,
  - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member or his or her representative must be given the opportunity to be heard, and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (vii) If at the General Meeting:-
- (a) Two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed, and
  - (b) In any other case the resolution is revoked.

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

ANNUAL GENERAL MEETING.

8. (i) The Association shall in each calendar year convene an Annual General Meeting of its members. (Regulation 3).
- (ii) The Annual General Meeting shall be held on such day as the Committee determines.
- (iii) The Annual General Meeting shall be specified as such in the notice convening it.
- (iv) The ordinary business of the Annual General Meeting shall be:-
- (a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting.
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect officers of the Association and the ordinary members of the Committee, and
- (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- (v) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (vi) The Annual General Meeting shall be in addition to any other meetings that may be held in the same year.
- (vii) The Annual Meeting of the Association shall be held as determined by the Management Committee. At such meetings five (5) members shall form a quorum.

SPECIAL GENERAL MEETING

9. All general meetings other than the Annual General Meeting shall be called "Special General Meetings".
10. (i) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- (ii) The Committee shall, on the requisition in writing of members representing not less than five per cent of the total number of members, convene a Special General Meeting of the Association.
- (iii) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (iv) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

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Regulation 3. Section 30 of the Act provides that incorporated associations shall, at least once in each calendar year, convene a general meeting to be called an Annual General Meeting.



CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Special General Meeting - Cont'd.

10. (v) A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING.

11. (i) The Secretary of the Association shall, at least 14 days, or if a special resolution has been proposed at least 21 days before the date fixed to hold a General Meeting of the Association, cause to be sent to each member of the Association at his/her address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.  
(a) notice may be sent if the member requests, by facsimile transmission or electronic transmission.
- (ii) No business other than that set out in the Notice convening the meeting shall be transacted at the meeting.
- (iii) A member desiring to bring any business before a meeting may give notice of that business in writing, or by electronic transmission, to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.
- (iv) The Secretary of the Association shall give at least 14 days notice prior to a Committee meeting to all committee members.

PROCEEDINGS AT MEETINGS.

12. (i) All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (ii) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (iii) Five members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of that business of a General Meeting.
- (iv) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being no less than three) shall be a quorum.
13. (i) The President, or in his absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association.
- (ii) If the President and Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as chairman at the meeting.

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Signed

(Public Officer)

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Proceedings at Meetings - Cont'd.

14. (i) The Chairman of the General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place.
- (ii) If a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting must be given in accordance with Rule 11(iii) except as provided in Sub-Rule 11(ii) it is not necessary to give notice of adjournment or of the business to be conducted at an adjourned meeting.
- (iii) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
15. A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried out or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (i) Upon any question arising at a General Meeting of the Association, a member has one vote only.
- (ii) All votes shall be given personally or by proxy.
- (iii) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (iv) Junior stud owners (over the age of 18 years) and representing their own stud are entitled to one vote.
- (v) Junior stud owners (under the age of 18 years) may cast one vote or if unable to attend the meeting may be represented by a parent who will be entitled to one vote on his/her behalf.
17. (i) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (ii) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member is not entitled to vote at any General Meeting unless all monies due and payable by him/her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. (i) Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy must be:-
- (a) for a meeting of the Association convened under Rule 7(v), in the form set out in Appendix 2, or
- (b) any other case, in the form set out in Appendix 3.

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Signed

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

COMMITTEE OF MANAGEMENT

20. (i) The affairs of the association shall be managed by a Committee of Management constituted as provided in Rule 21.
- (ii) The Committee:-
- (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
  - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
  - (d) Subject to Section 23 of the Act the Committee shall consist of a total of twelve (12) members, these to include (a) the Officers of the Association and (b) ordinary members - each of whom shall be elected at the Annual General Meeting of the Association in each year.
21. (i) The Officers of the Association shall be:-
- (a) President
  - (b) Vice President
  - (c) Treasurer \*or
  - (d) Secretary \*or
  - (e) \*Secretary/Treasurer (combined position)
- (ii) The provisions of Rule 23 so far as they are applicable and with necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub--clause (i).
- (iii) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election. The President to only hold office for three (3) successive years but may be re-elected again in the future.
- (iv) In the event of casual vacancy in any office referred to in sub-clause (i), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.
22. (i) Each ordinary member of the Committee shall, subject to these Rules, hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.
- (ii) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment.

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Signed

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Committee of Management- Cont'd.

22. (iii) The Committee shall have the power to co-opt additional persons, whether members or not to act on any committee or special sub-committee. Including the ability to co-opt Officers of the Association.
- (iv) There may be only ONE representative from a Stud to be elected to the Committee.
23. (i) Nominations of candidates for election as Officers of the Association or as ordinary members of the Committee:-
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting.
- (c) A candidate may only be nominated for one (1) office or as an ordinary member of the committee, prior to the Annual General Meeting.
- (ii) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (iii) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (iv) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (v) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (vi) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
24. (i) For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:-
- (a) ceases to be a member of the Association, or ceases to be co-opted by the Committee to the Association.
- (b) becomes an insolvent under administration within the meaning of the Corporations Law or
- (c) resigns from office by notice in writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

25. (i) The Committee shall meet at least two (2) times in each year at such place and such times as the Committee may determine.
- (ii) Special meetings of the Committee may be convened by the President or by any four of the members of the Committee.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

C.G.L. Fincham  
3 MORKHAM COURT  
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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Proceedings of Committee – Cont'd.

25. (iii) Written notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (iv) Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (v) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (vi) At the meetings of the Committee:-
- (a) the President or in his absence the Vice President shall preside; or
- (b) if the President and the Vice President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (vii) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (viii)(a) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (b) Life members are entitled to one vote if present at the meeting of the Committee.
- (ix) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him/her at his/her usual or last known place of abode at least two business days before the date of the meeting.
- (x) Subject to sub-clause (iv) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY/ MINUTES OF MEETINGS

26. The Secretary of the Association shall keep Minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

TREASURER/ FUNDS

27. (i) The Treasurer of the Association must:-
- (a) collect and receive all monies due to the Association and make all payments authorized by the Association.
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (ii) The accounts and books referred to in sub-clause (i) shall be available for inspection by members.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

Treasurer/ Funds – Cont'd

27. (iii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.
- (iv) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other source as the Committee determines.

REMOVAL OF MEMBER OF COMMITTEE.

28. (i) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member.
- (ii) Where the member to whom a proposed resolution referred to in sub-clause (i) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

SEAL

29. (i) The Common Seal of the Association 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 Committee and the affixing of the Common seal shall be attested by the signatures either of two members of the Committee or one member of the Committee and one of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES.

30. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act (4).
- (i) Any question or questions from time to time arising as to the interpretation of any of these Rules, or any questions arising on any subject within the scope of the Association's authority not otherwise provided for, shall be decided by the Committee whose decision shall in such case be final and binding on all members, and all members shall be bound by these Rules.
- (ii) The Association shall not at any time introduce any Rule or Regulation which in any way conflicts with any existing Rule or Regulation of the Australian Stud Sheep Breeders Association Limited, and any Rule or Regulation of the Australian Stud Sheep Breeders Association Limited, which may be framed in the future shall over-ride any conflicting Rule or Regulation which has been or will be framed by this Association.
- (iii) The Constitution of the Association shall not be altered unless notice of the proposed alteration shall have been given to the Secretary in writing at least thirty (30) clear days prior to the Annual General Meeting at which the proposed alteration or amendment thereto will be considered and carried by a vote of three quarters of the members present.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

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Act (4). Section 22 of the Act provides that an incorporated association may, by special resolution alter its Statement of Purposes or its Rules. Section 29 of the Act defines a special resolution.

CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

NOTICES

31. (i) except for the requirement in Rule 11 a notice may be served by or on behalf of the Association upon any member either personally or by sending it by pre-paid post to the member at his/her address shown in the Register of Members.
- (ii) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (iii) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (iv) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

WINDING UP OR CANCELLATION

32. (i) The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of monies advanced by him/her to the Association or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a member to which he/she would be entitled in accordance with the purposes if he/she were not a member.
- (ii) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Association and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Rule such institution or institutions to be determined in accordance with a special resolution of the members of the Association, or in the absence of a special resolution, of the members by the Registrar.

CUSTODY OF RECORDS.

33. (i) Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
- (ii) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (iii) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

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CONSTITUTION OF  
SOUTHDOWN AUSTRALIA INCORPORATED. - Cont'd.

DISPUTES AND MEDIATION

34. (i) The grievance procedure set out in this rule applies to disputes under these Rules between:-
- (a) a member and another member; or
  - (b) a member and the Association.
- (ii) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (iii) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (iv) The mediator must be:-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:-
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (v) A member of the Association can be a mediator.
- (vi) The mediator cannot be a member who is party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The mediator, in conducting the mediation, must:-
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

SOUTHDOWN AUSTRALIA INCORPORATED.

Signed

(Public Officer)

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**APPLICATION FOR MEMBERSHIP OF**  
**Southdown Australia Incorporated**

I,....., of .....  
(name and occupation) (address)

desire to become a member of Southdown Australia Incorporated.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant  
Date

I,....., a member of the Association,  
(name)  
nominate the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Proposer  
Date

I,....., a member of the Association,  
(name)  
second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of Seconder  
Date

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,.....  
(name)

of .....  
(address)

being a member of **Southdown Australia Incorporated**

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

.....  
Signed  
Date

**FORM OF APPOINTMENT OF PROXY**

I,.....  
(name)

of .....  
(address)

being a member of **Southdown Australia Incorporated**

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable