

**THE GUERNSEY CATTLE SOCIETY OF AUSTRALIA INCORPORATED**

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**CONSTITUTION**  
**NOVEMBER 2021**

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**RULES OF  
GUERNSEY CATTLE SOCIETY OF AUSTRALIA INCORPORATED**

**PART 1 – PRELIMINARY**

**1. Name**

The name of the incorporated association is "Guernsey Cattle Society of Australia Incorporated" (in these rules called "the Society").

**2. Purposes**

The purposes of the Society are

- (a) To determine and maintain the genetic purity of the Guernsey breed in Australia.
- (b) To collect, verify and publish information relating to Guernsey cattle.
- (c) To compile a register of pure bred and genetic recovery cattle and members of the Guernsey Cattle Society.
- (d) To promote the interests of breeders of Guernsey cattle and members of the Guernsey Cattle Society.
- (e) To purchase or lease any real property in the interests of the Guernsey Cattle Society and appoint trustees to hold same.
- (f) To provide a communication link, presenting a united image for the Guernsey breed and demonstrating strength at Federal and State level.
- (g) To print and publish any newspapers, periodicals, herd book, books or leaflets to promote the Guernsey Breed.
- (h) To invest any monies, in government guaranteed financial institutions or government bonds, on behalf of the members of the Guernsey Cattle Society of Australia.
- (i) To advertise in any or all forms of media, promotion at shows and trade fair levels and/or field days.

**3. Financial Year**

The financial year of the Society is the period of 12 months ending on 30<sup>th</sup> June in each financial year.

**4. Definitions**

In these rules –

***Absolute majority*** of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 48;

***Committee*** means any group elected or formed by Federal Council or the Executive Committee;

***Committee meeting*** means a meeting of the Committee held in accordance with these Rules;

**Committee member** means a member of the Committee elected or appointed under Section 4 of Part 5;

**Disciplinary appeal meeting** means a meeting of the members of the Society convened under rule 22(3);

**Disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 21

**Disciplinary subcommittee** means the subcommittee appointed under rule 19;

**Executive committee** means the committee elected under rule 46;

**Federal Council** means the body constituted in accordance with rule 44;

**Federal Secretary** means the Secretary appointed by Federal Council;

**Financial year** means the 12 month period specified in rule 3;

**General meeting** means a general meeting of the members of the Society convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

**Member** means a member of the Society;

**Member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**Secretary** means the secretary of the incorporated association

**Special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by means of technology as allowed under rule 34, to vote in favour of the resolution;

**The Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**The Registrar** means the Registrar of Incorporated Associations

## PART 2 – POWERS OF THE SOCIETY

### 5. Powers of the Society

- (1) Subject to the Act, the Society has power to do all things incidental or conducive to achieve its purposes
- (2) Without limiting sub rule (1) the Society may –
  - (a) Acquire, hold and dispose of real or personal property;
  - (b) Open and operate accounts with financial institutions;
  - (c) Invest its money in any government guaranteed security in which trust monies may lawfully be invested;
  - (d) Raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) Appoint agents to transact business on its behalf;
  - (g) Enter into any other contract it considers necessary or desirable.
- (3) The Society may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6. Not for profit organisation**

- (1) The Society must not distribute any surplus, income or assets directly or indirectly to its members
- (2) Sub rule (1) does not prevent the Society from paying an account from a member –
  - (a) Reimbursement for expenses properly incurred by the member; or
  - (b) For goods or services provided by the member –  
If this is done in good faith on terms no more favourable than if the member was not a member

## **PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Section 1 – Membership**

## **7. Minimum number of members**

The Society must have at least 5 members.

## **8. Who is eligible to be a member**

Any person who supports the purposes of the Society is eligible for membership.

## **9. Application for membership**

- (1) To apply to become a member of the Society, a person must submit a written application to the Federal Secretary stating that the person –
  - (a) Wishes to become a member of the Society; and
  - (b) Supports the purposes of the Society; and
  - (c) Agrees to comply with these Rules.
- (2) The application –
  - (a) Must be signed by the applicant; and
  - (b) May be accompanied by the joining fee.

## **10. Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Executive Committee must decide by resolution whether to accept or reject the application
- (2) The Federal Secretary must notify the applicant in writing of its decision within 10 working days after the decision is made.
- (3) If the Executive Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11. New membership**

- (1) If an application for membership is approved by the Executive committee –
  - (a) The resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) The Federal Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- (2) A person becomes a member of the Society and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which –
  - (a) The Executive Committee approves the person's membership; or
  - (b) The person pays the joining fee.

## **12. Annual subscription and fee on joining**

- (1) At each Federal Council meeting, the Federal Council must determine –
  - (a) The amount of the annual subscription (if any) for the following financial year; and
  - (b) The date for payment of the annual subscription.
- (2) The Society may determine that a lower annual subscription is payable by associate and junior members.
- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to –
  - (a) The full annual subscription; or
  - (b) A pro rata annual subscription based on the remaining part of the financial year; or
  - (c) A fixed amount determined from time to time by the Society.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13. General rights of members**

- (1) A member of the Society who is entitled to vote has the right –
  - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) To submit items of business for consideration at a general meeting; and
  - (c) To attend and be heard at general meetings; and
  - (d) To vote at a general meeting; and
  - (e) To have access to the minutes of general meetings and other documents of the Society as provided under rule 78; and
  - (f) To inspect the register of members.
- (2) A member is entitled to vote if –
  - (a) The member is a member other than an associate or junior member; and
  - (b) More than 10 business days have passed since he or she became a member of the Society; and
  - (c) The member's membership rights are not suspended for any reason.

## **14. Rights not transferrable**

The rights of a member are not transferable and end when membership ceases.

## **15. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Society, the Federal Secretary must as soon as practicable, enter the date the person ceased to be a member in the register of members.

## 16. Resigning as a member

- (1) A member may resign by notice in writing given to the Society.
- (2) A member is taken to have resigned if –
  - (a) The member's annual subscription is more than 12 months in arrears; and
  - (b) Where no annual subscription is payable –
    - (I) The Federal Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (II) The member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## 17. Register of members

- (1) The Federal Secretary must keep and maintain a register of members that includes –
  - (a) For each current member
    - (I) The member's name;
    - (II) The address for notice last given by the member;
    - (III) The date of becoming a member;
    - (IV) If the member is an associate or junior member, a note to that effect;
    - (V) Any other information determined by the Committee; and
  - (b) For each former member, the date of ceasing to be a member
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members
- (3) There shall be the following classes of membership of the Society
  - (a) Ordinary Members
  - (b) Associate Members
  - (c) Junior Members
  - (d) Honorary Life Members
- (4)
  - (a) The persons eligible for membership as Ordinary Members shall be persons over the age of 18 years, who have been admitted to this class of membership of the Society
  - (b) The persons eligible for membership as Associate Members shall be persons over the age of 18 years, who are not breeders of registered Guernsey cattle or who have relinquished the breeding of Guernsey cattle and who shall not be permitted to register cattle in the Numbered, Appendix or Provisional Registers of the Herd book unless they convert to Ordinary membership of the Society. Associate members shall have voting privileges at sub-branch level only and may not hold office or serve on committees beyond sub-branch level
  - (c) The persons eligible for membership as Junior Members shall be persons under the age of 18 years who have been admitted to this class of membership of the Society. A Junior Member shall at the expiration of the financial year in which they attain the age of 18 years, become an Ordinary or Associate Member of the Society
  - (d) The persons eligible for membership as Honorary Life Members shall be persons over the age of 18 years who have been admitted to this class of membership of the Society by the Federal Council, provided always that any resolution to admit a person to membership of the Society as an Honorary Life Member shall be passed by a majority of not less than 75% of the members of the Federal Council in a secret ballot. However should life membership be granted at Federal level then all State fees shall

be payable by the member and in the case where honorary membership is granted at State level then all Federal fees shall be payable by the member.

- (e) No member other than an Honorary Life Member or an Ordinary Member, whose annual subscription for the current year has been paid, may hold office in the Society or its Branches or exercise a vote at any election of office bearers or at any meeting of the Society or its Branches.

## **Section 2 – Disciplinary action**

### **18. Grounds for taking disciplinary action**

The Society may take disciplinary action against a member in accordance with this Section if it is determined that the member

- (a) Has failed to comply with these Rules; or
- (b) Refuses to support the purposes of the Society; or
- (c) Has engaged in conduct prejudicial to the Society.

### **19. Disciplinary subcommittee**

- (1) If the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Executive Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member
- (2) The members of the disciplinary subcommittee –
  - (a) May be Committee members, members of the Society or anyone else; but
  - (b) Must not be biased against, or in favour of, the member concerned.

### **20. Notice to member**

- (1) Before disciplinary action is taken against a member, the Federal Secretary must give written notice to the member –
  - (a) Stating that the Society proposes to take disciplinary action against the member; and
  - (b) Stating the grounds for the proposed disciplinary action; and
  - (c) Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) Advising the member that he or she may do one or both of the following –
    - (I) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (II) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) Setting out the member's appeal rights under rule 22.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days before the disciplinary meeting is held.

### **21. Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must –
  - (a) Give the member an opportunity to be heard; and
  - (b) Consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may –
  - (a) Take no further action against the member; or
  - (b) Subject to sub rule (3) –
    - (I) Reprimand the member; or

- (II) Suspend the membership rights of the member for a specified period; or
- (III) Expel the member from the Society.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed

## **22. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given –
  - (a) To the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) To the Federal Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must –
  - (a) Specify the date, time and place of the meeting; and
  - (b) State –
    - (I) The name of the person against whom the disciplinary action has been taken; and
    - (II) The grounds for taking that action; and
    - (III) That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **23. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting –
  - (a) No business other than the question of the appeal may be conducted; and
  - (b) The Executive Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Section 3 – Grievance procedure**

### **24. Application**

- (1) The grievance procedure set out in this Section applies to disputes under these Rules between –
  - (a) A member and another member;
  - (b) A member and the Society;
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed

## **25. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **26. Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 25, the parties must within 10 days –
  - (a) Notify the Executive Committee of the dispute; and
  - (b) Agree to or request the appointment of a mediator; and
  - (c) Attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be –
  - (a) A person chosen by agreement between the parties; or
  - (b) In the absence of agreement –
    - (I) If the dispute is between a member and another member – a person appointed by the Executive Committee; or
    - (II) If the dispute is between a member and the Federal Council or the Society – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Executive Committee may be a member or former member of the Society but in any case must not be a person who –
  - (a) Has a personal interest in the dispute; or
  - (b) Is biased in favour of or against any party.

## **27. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must –
  - (a) Give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – GENERAL MEETINGS OF THE SOCIETY**

### **29. Annual general meetings**

- (1) The Society must convene an annual general meeting to be held within 5 months after the end of each financial year
- (2) Despite sub rule (1), the Society may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Federal Council may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows –
  - (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) To receive and consider from the Committee reports upon the transactions of the Society during the last preceding financial year;

- (c) To elect officers of the Society and the ordinary members to any other positions that are stipulated in the By-Laws; and
- (d) To receive and consider the financial statements of the Society for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

### **30. Special general meetings**

- (1) Any general meeting of the Society, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Federal Council or Executive Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### **31. Special general meeting held at request of members**

- (1) The Federal Council must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 5% of the total number of members.
- (2) A request for a special general meeting must –
  - (a) Be in writing; and
  - (b) State the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) Include the names and signatures of the members requesting the meeting; and
  - (d) Be given to the Federal Secretary.
- (3) If the Federal Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3) –
  - (a) Must be held within 3 months after the date on which the original request was made; and
  - (b) May only consider the business stated in that request.
- (5) The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

### **32. Notice of general meetings**

- (1) The Federal Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Society –
  - (a) At least 14 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) At least 14 days' notice of a general meeting in any other case.
- (2) The notice must –
  - (a) Specify the date, time and place of the meeting; and
  - (b) Indicate the general nature of each item of business to be considered at the meeting; and
  - (c) If a special resolution is to be proposed –
    - (I) State in full the proposed resolution; and
    - (II) State the intention to propose the resolution as a special resolution
- (3) This rule does not apply to a disciplinary appeal meeting.

### **33. Proxies**

The Society does not approve or recognise voting by proxy.

### **34. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **35. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically or as allowed under rule 34) of five members from three States (being members entitled under these Rules to vote at a general meeting).
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting –
  - (a) In the case of a meeting convened by, or at the request of, members under Rule 31 – the meeting must be dissolved;
  - (b) In any other case –
    - (I) The meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (II) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **36. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned –
  - (a) If there is insufficient time to deal with the business at hand; or
  - (b) To give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **37. Voting at general meeting**

- (1) On any question arising at a general meeting –
  - (a) Subject to sub rule (3), each member who is entitled to vote has one vote; and
  - (b) Members may vote personally or through the use of technology; and

- (c) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

### **38. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

### **39. Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been –
  - (a) Carried or;
  - (b) Carried unanimously; or
  - (c) Carried by a particular majority; or
  - (d) Lost –

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question –
  - (a) The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### **40. Minutes of general meeting**

- (1) The Federal Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include –
  - (a) The names of the members attending the meeting; and
  - (b) The financial statements submitted to the members in accordance with rule 29(4)(d); and
  - (c) The certificate signed by two Federal Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Society; and
  - (d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 – FEDERAL COUNCIL AND STATE BRANCHES**

### **Section 1 – State Branches & Federal Council**

#### **41. Branches**

- (1) There may be formed upon the approval of the Federal Council, one Branch of the Society in each State or Territory.
- (2) Each Branch shall consist of at least 3 members of the Society in that State or Territory, and each Branch may upon application to the Federal Council form a sub-branch or sub-branches comprising of members of the Society.
- (3) Each Branch shall pay to the Society an affiliation fee determined by the Federal Council each year.
- (4) There shall be a Branch Secretary for each Branch. The Branch Secretary shall be appointed by the relative Branch Committee and such appointment shall be made for such term and at such salary and upon such conditions as the Branch Committee may think fit. Any such appointment shall be subject to revocation at any time by the Branch Committee.
- (5) The salary of a Branch Secretary shall be payable exclusively out of the revenue of the Branch.
- (6) There shall be a Branch auditor for each Branch, who shall be a person, who is competent to carry out the required duties. The Branch Auditor shall be appointed by the Annual General Meeting of the relative Branch. Any fee of a Branch Auditor shall be payable exclusively out of the revenue of the Branch.

#### **42. Branch functions and duties**

- (1) To promote the interests of the Breed
- (2) Carry out directives from Federal Council when required

#### **43. Federal Council**

- (1) Each of the body of persons (hereinafter respectively called “the State Branch”) known as
  - (a) The Guernsey Cattle Society of Australia (New South Wales Branch);
  - (b) The Guernsey Cattle Society of Australia (Queensland Branch);
  - (c) The Guernsey Cattle Society of Australia (South Australia/Western Australia Branch);
  - (d) The Guernsey Cattle Society of Australia (Tasmanian Branch);
  - (e) The Guernsey Cattle Society of Australia (Victorian Branch);
  - (f) Any Branch which may in the future be formed in Northern Territory or A.C.T and any other branch formed as a result of any future creation of further States or Territories may appoint members of the Society to be members of the Federal Council for a term commencing on the date the annual general meeting is held and ceasing on the date of the next annual general meeting.
- (2) Each respective State Branch shall be entitled to appoint to the Federal Council a maximum number of two delegates
- (3) In the event of a delegate being unable to attend any meeting of the Federal Council the committee of the Branch to which he belongs may appoint another person to take the delegate’s place.

### **Section 2 – Powers of Federal Council**

#### **44. Role and powers**

- (1) The business of the Society must be managed by or under the direction of the Federal Council
- (2) The Federal Council may exercise all the powers of the Society except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Society.

- (3) The Federal Council may –
  - (a) Determine the requirements for registration and recording of Guernsey cattle in Australia.
  - (b) Formulate policy and to make by-laws for the detailed implementation of the objects of the Society or any of them and may repeal, alter, vary or add to, either in whole or in part at any time the by-laws or any of them so made.
  - (c) Fix all fees in respect of membership of the Society, other than State levies fixed by State Branches, entry on the registers kept by the Society and such other matters it deems necessary.
  - (d) Ensure the Society has appropriate public liability insurance to cover events held by the Society and its members.
  - (e) Establish positions and or committees consisting of members with terms of reference it considers appropriate as stipulated in the By-Laws; and
    - (I) These members to be elected at the annual general meeting; and
    - (II) Resolutions from these positions and or committees to be approved by the Executive committee or the Federal Council

#### **45. Delegation**

- (1) The Federal Council may delegate to a member of the Federal Council, a subcommittee or staff, any of its powers and functions other than –
  - (a) This power of delegation; or
  - (b) A duty imposed on Federal Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Federal Council considers appropriate.
- (3) The Federal Council may, in writing, revoke a delegation wholly or in part.

### **Section 3 – Composition of Committee and duties of members**

#### **46. Composition of Executive Committee**

The Executive Committee consists of –

- (a) A President; and
- (b) A Senior Vice-President; and
- (c) A Junior Vice-President; and
- (d) A Treasurer; and
- (e) A Federal delegate elected under rule 55

#### **47. General duties**

- (1) The Executive Committee shall manage the administration of the Society between Federal Council meetings.
- (2) As soon as practicable after being elected or appointed to the Federal Council, each committee member must become familiar with these Rules and the Act.
- (3) The Federal Council is collectively responsible for ensuring that the Society complies with the Act and that individual members of the Federal Council comply with these Rules
- (4) Committee members must exercise their powers and discharge their duties with reasonable care and diligence
- (5) Committee members must exercise their powers and discharge their duties –
  - (a) In good faith in the best interests of the Society; and
  - (b) For a proper purpose
- (6) Committee members and former committee members must not make improper use of –
  - (a) Their position; or

- (b) Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Society
- (7) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **48. President and Vice-Presidents**

- (1) Subject to sub rule (2), the President or, in the President's absence, the Senior Vice-President or Junior Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Senior Vice-President and Junior Vice-President are all absent, or are unable to preside, the Chairperson of the meeting must be –
  - (a) In the case of a general meeting—a member elected by the other members present; or
  - (b) In the case of a committee meeting—a committee member elected by the other committee members present.

#### **49. Federal Secretary**

- (1) There shall be a Federal Secretary of the Society who shall be appointed by the Federal Council for such a term and at such an honorarium and upon such conditions as the Council may from time to time think fit. Subject to any agreement made to the contrary as a term of such appointment the Council shall have the power at any time to revoke any such appointment and to make a fresh appointment.
- (2) The Federal Secretary may be appointed to the position of the Association's Secretary.
- (3) The Federal Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association.
- (4) The Federal Secretary must –
  - (a) Maintain the register of members in accordance with rule 17; and
  - (b) Keep custody of the common seal (if any) of the Society and all books, documents and securities of the Society in accordance with rules 75 and 78; and
  - (c) Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) Perform any other duty or function imposed on the Secretary by these Rules.
- (5) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (6) Receive all monies paid to or received by the Society and issue receipts for those monies in the name of the Society; and
- (7) Ensure that all monies received are paid into the account of the Society within 10 working days after receipt; and
- (8) Make any payments authorised by the Executive Committee or by a general meeting of the Society from the Society's funds; and
- (9) Ensure all payments from the Society are approved by 2 authorised signatories of the Society via the provision of their signatures on cheques, authorisation of electronic funds transfers or other methods of payment.
- (10) The Federal Secretary must ensure that at least one Executive Committee member has access to the accounts and financial records of the Society.
- (11) The Federal Secretary must ensure that the financial records of the Society are kept in accordance of the Act.
- (12) Coordinate the preparation of the financial statements of the Society and their certification by the Treasurer prior to their submission to the annual general meeting of the Society.

## **50. Treasurer**

The Treasurer must –

- (a) Oversee the financial affairs of the Society; and
- (b) Coordinate with the Federal Secretary to ensure that all monies are received and all payments are processed.
- (c) Make recommendations to the Executive committee and the Federal Council.
- (d) Ensure that the financial records of the Society are kept in accordance of the Act.
- (e) View the financial statements of the Society and prepare the written report prior to their submission to the annual general meeting.

## **51. Audit**

The Federal Secretary must ensure the financial records and financial documents of the Society are audited in accordance with the requirements of the Act and any other applicable laws at least once a year. An independent auditor must be appointed by the Society at the annual general meeting.

### **Section 4 – Election of Committee members and tenure of office**

## **52. Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member –

- (a) Is 18 years or over; and
- (b) Is entitled to vote at a general meeting and
- (c) An exemption of (a) and (b) applies to a youth committee only, to which a junior member may be elected or appointed.
- (d) Candidates for election to the Executive Committee shall be the State delegates to the Federal Council

## **53. Positions to be declared vacant**

- (1) This rule applies to –
  - (a) The first annual general meeting of the Society after its incorporation; or
  - (b) Any subsequent annual general meeting of the Society, after the annual report and financial statements of the Society have been received.
- (2) The Chairperson of the meeting must declare all positions on committees vacant and hold elections for those positions in accordance with rules 54 to 57

## **54. Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Society may –
  - (a) Nominate himself or herself; or
  - (b) With the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **55. Election of President etc**

- (1) At the annual general meeting, separate elections must be held for each of the following positions –
  - (a) President;

- (b) Senior Vice President;
  - (c) Junior Vice President;
  - (d) Treasurer;
  - (e) An extra member elected from the Federal delegates to the Executive and
- (2) A member is ineligible to hold more than one of these positions.
  - (3) If more than one member is nominated, a ballot must be held in accordance with rule 57.
  - (4) On his or her election, the new President may take over as Chairperson of the meeting.

## **56. Election of ordinary members for positions**

- (1) The annual general meeting must elect ordinary members for the positions stipulated in the By-Laws.
- (2) Separate elections must be held to fill all of those positions.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 57.

## **57. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper –
  - (a) Each member present in person
  - (b) Allow the use of messaging for members using technology to attend the meeting
- (6) If the ballot is for a single position, the voter must write on the ballot paper or text the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position –
  - (a) The voter must write on the ballot paper or text the name of each candidate for whom they wish to vote;
  - (b) The voter must not write or message the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7) (b) are not to be counted.
- (9) Each ballot paper or text message on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must –
  - (a) Conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

## **58. Term of office**

- (1) Subject to sub rule (3) and rule 59, a committee member holds office until the positions of the committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected except for the President who may only hold office for a maximum period of four years.
- (3) A general meeting of the Society may –
  - (a) By special resolution remove a committee member from office; and

- (b) Elect an eligible member of the Society to fill the vacant position in accordance with this Section.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Federal Secretary or President of the Society (not exceeding a reasonable length) and may request that the representations be provided to the members of the Society.
- (5) The Federal Secretary or the President may give a copy of the representations to each member of the Society or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

### **59. Vacation of office**

- (1) A committee member may resign from a committee by written notice addressed to the Executive Committee.
- (2) A person ceases to be a committee member if he or she –
  - (a) Ceases to be a member of the Society; or
  - (b) Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 70; or
  - (c) Otherwise ceases to be a committee member by operation of section 78 of the Act

### **60. Filling casual vacancies**

- (1) The Executive Committee may appoint an eligible member of the Society to fill a position on a committee that –
  - (a) Has become vacant under rule 59; or
  - (b) Was not filled by election at the last annual general meeting
- (2) If the position of Secretary becomes vacant, the Executive Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 58 applies to any committee member appointed by the Committee under sub rule (1) or (2)
- (4) The Federal Council or the Executive Committee may continue to act despite any vacancy in its membership

## **Section 5 – Meetings of Committee**

### **61. Meetings of committee**

- (1) The Committee must meet a minimum once annually at the dates, times and places determined by the Committee.
- (2) The Executive Committee must meet at least 2 times in each year at the dates, times and places determined by the Executive Committee.
- (3) The date, time and place of the first Executive committee meeting must be determined by the members of the Executive Committee as soon as practicable after the annual general meeting of the Society at which the members of the Executive Committee were elected.
- (4) Special committee meetings may be convened by the President or by any 4 members of the Committee.

### **62. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 14 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.

- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted and the only business that may be conducted at the meeting is the business for which the meeting is convened.

### **63. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **64. Procedure and order of business**

- (1) The procedure to be followed at a meeting of a committee must be determined from time to time by the committee.
- (2) The order of business may be determined by the members present at the meeting.

### **65. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **66. Quorum**

- (1) No business may be conducted at a committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 65) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting –
  - (a) In the case of a special meeting—the meeting lapses;
  - (b) In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 62.

### **67. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted

## **68. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.
- (2) The member –
  - (a) Must not be present while the matter is being considered at the meeting; and
  - (b) Must not vote on the matter
- (3) This rule does not apply to a material personal interest –
  - (a) That exists only because the member belongs to a class of persons for whose benefit the Society is established; or
  - (b) That the member has in common with all, or a substantial proportion of, the members of the Society.

## **69. Minutes of meeting**

- (1) The Federal Council must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following –
  - (a) The names of the members in attendance at the meeting;
  - (b) The business considered at the meeting;
  - (c) Any resolution on which a vote is taken and the result of the vote;
  - (d) Any material personal interest disclosed under rule 68.

## **70. Leave of absence**

- (1) The Federal Council may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Federal Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **PART 6 – FINANCIAL MATTERS**

### **71. Source of funds**

The funds of the Society may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Federal Council

### **72. Management of funds**

- (1) The Society must open an account with a financial institution from which all expenditure of the Society is made and into which all of the Society's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Society, the Federal Council or the Executive Committee may approve expenditure on behalf of the Society.
- (3) The Executive Committee may authorise the Federal Secretary to expend funds on behalf of the Society (including by electronic funds transfer) up to a specified limit without requiring approval from the Federal Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorized signatories.
- (5) All funds of the Society must be deposited into the financial account of the Society no later than 10 working days after receipt.

- (6) With the approval of the Executive Committee, the Federal Secretary may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) Investments must be government guaranteed.

### **73. Financial records**

- (1) The Society must keep financial records that –
  - (a) Correctly record and explain its transactions, financial position and performance; and
  - (b) Enable financial statements to be prepared as required by the Act.
- (2) The Society must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Federal Secretary must keep in his or her custody, or under his or her control –
  - (a) The financial records for the current financial year; and
  - (b) Any other financial records as authorised by the Federal Council.

### **74. Financial statements**

- (1) For each financial year, the Federal Council must ensure that the requirements under the Act relating to the financial statements of the Society are met.
- (2) Without limiting sub rule (1), those requirements include –
  - (a) The preparation of the financial statements;
  - (b) If required, the review or auditing of the financial statements;
  - (c) The certification of the financial statements by the Federal Council;
  - (d) The submission of the financial statements to the annual general meeting of the Society;
  - (e) The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7 – GENERAL MATTERS**

### **75. Common seal**

- (1) The Society may have a common seal.
- (2) If the Society has a common seal –
  - (a) The name of the Society must appear in legible characters on the common seal;
  - (b) A document may only be sealed with the common seal by the authority of the Federal Council and the sealing must be witnessed by the signatures of two Executive Committee members;
  - (c) The common seal must be kept in the custody of the Federal Secretary.

### **76. Registered address**

The registered address of the Society is –

- (a) The address determined from time to time by resolution of the Federal Council; or
- (b) If the Federal Council has not determined an address to be the registered address—the postal address of the Secretary.

### **77. Notice requirements**

- (1) The notice required to be given to a member or a committee member under these Rules may be given –
  - (a) By handing the notice to the member personally; or

- (b) By sending it by post to the member at the address recorded for the member on the register of members; or
- (c) By email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 63.
- (3) Any notice required to be given to the Society or the Federal Council may be given –
  - (a) By handing the notice to a member of the Federal Council; or
  - (b) By sending the notice by post to the registered address; or
  - (c) By leaving the notice at the registered address; or
  - (d) If the Federal Council determines that it is appropriate in the circumstances –
    - (I) By email to the email address of the Society or the Federal Secretary; or
    - (II) By facsimile transmission to the facsimile number of the Society.

## **78. Custody and inspection of books and records**

- (1) Members may on request inspect free of charge –
  - (a) The register of members;
  - (b) The minutes of general meetings;
  - (c) Subject to sub rule (2), the financial records, books, securities and any other relevant document of the Society; to include minutes of Committee meetings.
- (2) The Federal Council may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- (3) The Federal Council must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule –
 

**Relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following –

  - (a) Its membership records;
  - (b) Its financial statements;
  - (c) Its financial records;
  - (d) Records and documents relating to transactions, dealings, business or property of the Society.

## **79. Winding up and cancellation**

- (1) The Society may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Society, the surplus assets of the Society must not be distributed to any members or former members of the Society.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Society and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution

## **80. Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Society.