

CORPORATIONS LAW

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
of
**THE AUSTRALIAN
SIMMENTAL BREEDERS
ASSOCIATION LIMITED**
ACN 000 885 834

1 PRELIMINARY

1.1 Definitions

- (a) **"By-Law"** means the regulations passed by the Council under Article 11.25 and deemed necessary or expedient or convenient for the proper conduct and management of the Society.
- (b) **"Council"** means the eight (8) members elected under Article 11.
- (c) **"Law"** means the Corporations Law.
- (d) **"Officers of the Society"** means the President the two Vice-Presidents and the Honorary Treasurer elected by the Council under Article 11.6.
- (e) **"Secretary"** means any person appointed to perform the duties of a secretary of the Society and includes an honorary secretary or acting secretary.
- (f) **"Simmental"** means:
 - (1) pure bred cattle of the breed known as "Simmental";
 - (2) cattle bred from pure bred Simmental cattle; and
 - (3) cattle bred from cattle infused by breeding from pure bred Simmental cattle.
- (g) **"Society"** means The Australian Simmental Breeders Association Limited.
- (h) **"Special Resolution"** has the meaning given to the term by the Law.

1.2 Interpretation

- (a) References to a person include a firm, body corporate, an unincorporated association or an authority and vice versa.
- (b) Any reference to a statute or statutory provision includes any statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision or which has been amended, extended, consolidated or replaced by the statute or statutory provision and any orders, regulations, instruments or other subordinate legislation made under the statute or statutory provision.
- (c) Each member of the Society will be deemed represent the State in which the member's principal place of residence or principal place of business is situated.
- (d) Except so far as the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

1.3 The Society is established for the purposes set out in the Memorandum of Association.

2 MEMBERSHIP

- 2.1. The number of members with which the Society proposes to be registered is two thousand (2,000) but the Council may from time to time register an increased number of members.
- 2.2. The Society has five (5) classes of membership, namely Stud Membership, Commercial Membership, Associate Membership, Junior Membership and Life Membership .
- 2.3. To qualify as a continuing or potential member of a particular class:
 - (a) a Stud Member:**
 - (1) must own and intend to register with the Society one or more head of Simmental cattle; and
 - (2) is entitled to vote at general meetings of the Society and to be a member of the Council.
 - (b) a Commercial Member:**
 - (1) should be involved in the cattle production;
 - (2) is entitled to all the rights and privileges of and is liable for all obligations arising from membership of the Society; and
 - (3) is not entitled to be elected as a member of the Council, or to vote, but may be heard at any general meeting of the Society at the Chairman's invitation.
 - (c) an Associate Member:**
 - (1) must have an interest in the breeding of Simmental cattle and in the Simmental breed;
 - (2) is entitled to all the rights and privileges of and is liable for all obligations arising from membership of the Society; and
 - (3) is not entitled to be elected as a member of the Council, or to vote, but may be heard at any general meeting of the Society at the Chairman's invitation.
 - (d) a Junior Member:**
 - (1) must be under the age of twenty one (21);
 - (2) must have applied and been accepted by the Council for membership in a particular class;
 - (3) is not entitled to be elected as a member of the Council, or to vote but may be heard at any general meeting of the Society at the Chairman's invitation;
 - (4) is entitled to all rights available to and subject to all conditions imposed on members of the class to which they have been admitted, as restricted by this Article; and
 - (5) is entitled to become a member of the class to which they have been admitted on attaining twenty one (21) years of age.
 - (e) a Life Member:**
 - (1) can only be elected on the recommendation of the Council in recognition of outstanding services to the Society;
 - (2) must be a member of the Society prior to their election as Life Members;
 - (3) can only be elected at a general meeting of the Society by a two third (2/3) majority of those present and voting;
 - (4) is not required to pay membership fees; and
 - (5) is entitled to all the rights and privileges and is subject to all the obligations of the membership class that the Life Member belonged to prior to their election as a Life Member.
- 2.4 If an applicant for membership of the Society is a body corporate, unincorporated association, firm or other combination of persons ("Body"):
 - (a) the Body's application must be accompanied by a written nomination of a natural person to be its representative for the purposes of membership of the Society ("Nominee"); and
 - (b) if the Council approves the Body's application for membership:
 - (1) the Nominee is deemed to be the Body for the purposes of exercising and complying with the Body's rights and obligations as a member of the Society; and
 - (2) the Council may reject a Nominee and require the Body to replace its Nominee.

3 ELECTION OF MEMBERS

- 3.1. The Council will determine, in its absolute discretion with or without explanation, whether to admit an applicant to one of the classes of members.
- 3.2. Every application for membership of the Society must be in writing, signed by the applicant and, until the Council otherwise prescribes, must be in the following form:

To: The Secretary, The Australian Simmental Breeders Association Limited

I/We* desire to be admitted as a Stud/Commercial/Associate/Junior* Member of the Society and, if accepted as a member of the Society, agree to be bound by the Society's Memorandum and Articles of Association and conform to the Rules, Regulations and By-Laws of the Society in force from time to time.

In support of my/our* application, the following particulars are provided and certified to be correct.

NAME:

Please use Block Letters

ADDRESS:

POSTCODE:TELEPHONE NO:

OCCUPATION:

- 1. Number of Registered Simmental Cattle ("Cattle") owned by me as at the date of this application.
- 2. Number of Cattle of which I am the owner and which are the subject of any lease **TO** any person, firm or corporation.
- 3. Number of Cattle of which I am the Lessee **FROM** any person, firm or corporation
- 4. The period of each lease referred to in 2 above
- 5. The period of each lease referred to in 3 above

* Strike out inappropriate option

(Where the applicant is a Partnership or Company the following should be completed.)

NAME (INCLUDING AUSTRALIAN COMPANY NUMBER IF APPLICABLE) & REGISTERED OFFICE ADDRESS OF PARTNERSHIP OR COMPANY

(Ownership title not to exceed 30 letters)

.....
SIGNATURE OF NOMINEE
FOR MEMBERSHIP

.....
DATE OF APPLICATION
FOR MEMBERSHIP

.....
LOCATION OF CATTLE (IF APPLICABLE)

CHOICE OF STUD PREFIX

NOTE: It is essential that each applicant submit a choice of three names for a Stud Prefix which are not longer than 12 letter spaces.

1st Choice

2nd Choice

3rd Choice

MEMBERSHIP FEES

Membership fees must accompany the Application Form and will be held in a trust account until the application has been dealt with.

- 3.3 Every application for membership:
 - (a) must be lodged with the Secretary;
 - (b) will be considered and rejected or accepted by the Council in meeting; and
 - (c) will be deemed to be rejected if three (3) or more members of the Council vote against the application.
- 3.4 The Secretary will keep a record of the names of the persons present and voting on membership applications at Council meetings.
- 3.5 On the election of an applicant to membership:
 - (a) the election will confer membership rights and obligations on the applicant, subject to the payment of all fees and subscriptions due and payable by the applicant;
 - (b) the secretary will notify the applicant in writing and issue an account for any fees and subscriptions payable, specifying the due date for their payment;
 - (c) the elected member must pay the account issued by the secretary by the due date; and
 - (d) the elected member must:
 - (1) pay any entrance fee and all annual subscriptions and other fees and charges payable under the Society's Memorandum and Articles of Association or By-Laws; and
 - (2) abide by the Society's Memorandum and Articles of Association or By-Laws in force from time to time.

4 HONORARY MEMBERS

- 4.1 The Council may elect any of the following as Honorary Members of the Society:
 - (a) the Patron or Patrons for the time being;
 - (b) a visiting member of another Society affiliated with the Society;
 - (c) any prominent citizen visiting the Society for some special occasion; and
 - (d) any person who in the opinion of the Council is considered to have advanced the interests of Simmental cattle.
- 4.2 An Honorary Member is only entitled to the social privileges of the Society.

5 ELECTION OF PATRON

- 5.1 Any person who, in the opinion of the Council, has rendered special service to the Society may by a resolution of the Council carried by a three quarter (3/4) majority of all members of the Council be appointed a Patron of the Society.

6 SUBSCRIPTIONS

- 6.1 The subscription payable by members of each class of membership of the Society is the amount that the Society in general meeting from time to time prescribes.
- 6.2 All subscriptions must relate to a calendar year or the unexpired period of that year.

7 REGISTER OF MEMBERS

- 7.1. The Secretary must keep a Register of Members at the Society's registered office, setting out in relation to each member:
- (a) full name;
 - (b) occupation;
 - (c) address; and
 - (d) the date of that member's last subscription payment.
- 7.2. Every member must keep the Secretary informed of that member's current address.

8 CESSATION OF MEMBERSHIP

- 8.1. Any member wishing to resign from its membership of the Society must do so by notice in writing addressed to the Secretary and deposited at the registered office of the Society before the day on which that member's next annual subscription becomes payable, otherwise that member must pay the next annual subscription.
- 8.2. If any moneys due and payable by a member to the Society (including pursuant to Article 12.4) remain unpaid for a period of one (1) month after becoming due and payable:
- (a) the Secretary will notify that member in writing of the default; and
 - (b) if any part of the outstanding moneys remain unpaid for a period of one (1) month from the date of the default notice, the Council may resolve to:
 - (c) suspend the member; or
 - (d) terminate that member's membership and have the member's name removed from the Register of Members.
- 8.3. The Council may in its absolute discretion at any time waive or suspend the payment of the whole or part of any moneys due and payable or that will be due and payable to the Society by any member or class or classes of members.
- 8.4. A member may be requested to appear before a Council meeting to explain that member's alleged:
- (a) refusal or failure to comply with any provision of the Society's By-Laws or Memorandum or Articles of Association; or
 - (b) offensive or improper conduct or conduct detrimental to the interests of the Society, in the Council's reasonable opinion.
- 8.5. A request must be:
- (a) in writing, signed on behalf of the Council and set out brief particulars of the refusal, failure or conduct complained of;
 - (b) given to the member at least seven (7) days before the date of the meeting at which that member is requested to attend; and
 - (c) given to each member of the Council at least seven (7) days before the date of the meeting.
- 8.6. At the meeting, the chairman must provide the member with full particulars in writing of what is alleged against the member and give the member an opportunity to explain the alleged failure, refusal or conduct.
- 8.7. If the Council finds the complaint proved, it may resolve to:
- (a) suspend or caution the member; or
 - (b) expel the member if two-thirds (2/3) of the Council present at the meeting vote in favour of expulsion.
- 8.8. An expelled member forfeits all its paid up subscriptions and any right to make a claim on the Society.
- 8.9. A suspended member must not, during the period of suspension, be in or on the premises of the Society or claim to represent the Society.
- 8.10. A member:
- (a) subject to Article 8.10(b), will immediately cease to be a member of the Society and forfeit all membership rights and claims on the Society if that member:
 - (1) becomes bankrupt;

- (2) makes any composition or arrangement with its creditors under the provisions of any statute;
 - (3) is wound-up;
 - (4) is subject to the appointment of a receiver and/or manager (whether by the court or under the powers contained in any instrument); or
 - (5) being engaged in a profession and, on account of misconduct, is prohibited by the governing body of that profession from continuing to practise under their regulations; and
- (b) at the Council's discretion, may be readmitted as a member by the Council, with all former membership rights restored.

9 GENERAL MEETINGS

- 9.1. An Annual General Meeting must be held at least once in every calendar year in accordance with the Law.
- 9.2. The Annual General Meeting may be held at any place determined by the Council.
- 9.3. All General Meetings, other than Annual General Meetings, are called Extraordinary General Meetings.
- 9.4. The Council:
- (a) may, whenever it thinks fit, convene an Extraordinary General Meeting; and
 - (b) must, on the requisition of members of the Society representing not less than one-tenth (1/10) of the total voting rights of all the members having, at the date of the deposit, the right to vote at General Meetings of the Society, convene an Extraordinary General Meeting.
- 9.5. In the case of a requisitioned meeting:
- (a) the requisition must state the object of the Meeting, be signed by the requisitioners and deposited at the Society's registered office and may consist of several documents in like form each signed by one (1) or more of the requisitioners;
 - (b) if the Council does not, within twenty-one (21) days from the date of the requisition being deposited, convene a meeting, the requisitioners or any person representing more than one-half (1/2) of the voting rights of the requisitioners may convene the meeting. Any meeting so convened must be held within three (3) months from the date of the deposit;
 - (c) in the case of a meeting at which a resolution is to be proposed as a Special Resolution, the meeting must be convened in accordance with the Law; and
 - (d) any meeting convened under this Article by the requisitioners must be convened in the same manner as nearly as possible as that in which like meetings are to be convened by the Council.
- 9.6. Subject to the provisions of the Law relating to Special Resolutions and allowing for meetings to be convened at short notice, fourteen (14) days' written notice must be given to the members entitled to attend and vote, in the manner required by these Articles or in such other manner as may be prescribed by the Society in general meeting, specifying:
- (a) the place, the day and the hour of the meeting;
 - (b) the general nature of the business proposed to be dealt with; and
 - (c) in the case of an Annual General Meeting, it is not necessary for a notice of Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of the accounts, balance sheets, ordinary reports of the Council and any auditor, the election of members of the Council in the place of those retiring and the fixing of the remuneration of any auditor.
- 9.7. The non-receipt by any member of a notice convening a general meeting will not invalidate the proceedings at that general meeting.

10 PROCEEDINGS AT GENERAL MEETINGS

- 10.1. No business will be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 10.2. Subject to these Articles, ten (10) members entitled to attend and vote constitutes a quorum.
- 10.3. For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a corporation that is a member, is deemed to be a member entitled to attend and vote.

- 10.4. If a quorum is not present within thirty (30) minutes from the time appointed for the meeting:
- (a) where the meeting was convened on the requisition of members, the meeting will be dissolved; or
 - (b) in any other case:
 - (1) the meeting stands adjourned to the same day in the next week at the same time and place; and
 - (2) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
 - (A) five (5) or more members present and entitled to attend and vote constitute a quorum; or
 - (B) where five (5) or more members are not present and entitled to attend and vote, the meeting will be dissolved.
- 10.5. The chairman of every general meeting will be the President. If the President is not present within fifteen (15) minutes after the time appointed for holding a general meeting or is unwilling to act, one of the Vice-Presidents will be chairman and if the Vice-Presidents are not present or are unwilling to act, the members present and entitled to attend and vote may choose one of their number to be chairman.
- 10.6. The chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.7. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 10.8. Except as provided in Article 10.7, it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.9. At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman; or
 - (b) by at least three (3) members present in person or by proxy and entitled to attend and vote.
- 10.10. Unless a poll is so demanded a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 10.11. A demand for a poll may be withdrawn.
- 10.12. If a poll is duly demanded:
- (a) on the election of a chairman or on a question of adjournment, the poll must be taken immediately;
 - (b) otherwise, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs; and
 - (c) the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 10.13. In the case of an equality of votes on a show of hands or on a poll, the chairman is entitled to a second or casting vote.
- 10.14. Subject to any rights or restrictions attached to any membership class from time to time:
- (a) a member may vote at any general meeting on a show of hands or a poll in person, by proxy, by the member's attorney under power or, in the case of a member being a corporation, by its representative duly authorised under the Law; and
 - (b) a member or the proxy, attorney or representative of a member will on a show of hands or on a poll have one (1) vote.
- 10.15. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health, that member's committee, trustee or other person which properly has the management of that member's estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member.
- 10.16. A member is not entitled to vote at any general meeting unless any annual subscription which is due and payable is paid before the meeting.

10.17. A proxy must be a member of the Society.

10.18. An instrument appointing a proxy:

- (a) must be in writing, signed by the appointor or by any attorney under power of the appointor empowered by the instrument of his or her appointment to sign such proxy. If the appointor is a corporation, the instrument must be either under seal of the corporation or signed by a duly authorised officer or attorney of the corporation;
- (b) is deemed to confer authority to demand or join in demanding a poll; and
- (c) may specify the manner in which the proxy is to vote in respect of a particular resolution, in which event the proxy must vote on the resolution as specified in the instrument. The instrument appointing a proxy, the power of attorney or other authority (if any) under which the instrument is signed or a notorially certified copy of that power or authority, must be deposited at the registered office of the Society or at such other place in Australia as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy will not be treated as valid.

10.19. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation is received by the Society at its registered office before the commencement of the meeting or adjourned meeting or taking of the poll at which the instrument is used or the power is exercised.

10.20. An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

The Australian Simmental Breeders Association Limited

I/We*, _____ of _____,
being a member/members of The Australian Simmental Breeders Association Limited,
appoint _____ of _____
or, in his/her/its* absence, _____ of _____
as my/our* proxy to vote for me/us* on my/our* behalf at the annual general/general meeting* of the
company to be held on the _____ day of _____ 19 ____ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of the following resolutions*:

[list resolutions]

My proxy is authorised to vote against the following resolutions*

[list resolutions]

Signed this _____ day of _____ 19 ____

(Note - The member must instruct the appointed proxy in the event of the member desiring to vote for or against any resolution. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

* Strike out whichever is not desired.

11 COUNCIL AND OFFICERS

11.1 Subject to the provisions of Article 11.2, the Council of the Society consists of eight (8) members:

- (a) two (2) represent New South Wales;
- (b) two (2) represent Victoria;
- (c) one (1) represents Western Australia;
- (d) one (1) represents South Australia;

- (e) one (1) represents Queensland; and
 - (f) one (1) represents Tasmania.
- 11.2 For the purpose of these Articles the State of:
- (a) New South Wales includes the Australian Capital Territory; and
 - (b) South Australia includes the Northern Territory.
- 11.3. The Council may appoint a maximum of two (2) members representing any State as additional members of the Council and any member to be a member of the Council to fill a casual vacancy. Any member so appointed holds office until the next Annual General Meeting and is then eligible for re-election but will not be taken into account in determining members of the Council who are to retire at that meeting.
- 11.4. Only members representing the State in respect of which a nominee for the Council is to be a representative may vote in an election relating to that nominee.
- 11.5. The election of members of the Council in place of those members retiring at an Annual General Meeting must take place in the following manner:
- (a) Any two (2) members of the Society entitled to vote may nominate for membership of the Council to represent any State any other member eligible to hold that office.
 - (b) The Secretary must be informed by notice in writing signed by the nominee and the nominee's proposer and seconder at least forty two (42) days before the Annual General Meeting of the nomination and their respective names.
 - (c) If the number of nominees are sufficient to fill the vacancies for a State, the chairman will declare the nominees to be duly elected.
 - (d) If the number nominated are insufficient to fill the available vacancies:
 - (1) the names of the nominees will be listed in the Notice convening the Annual General Meeting;
 - (2) the nominees will be declared elected at the Annual General Meeting;
 - (3) further nominations may be made and consented to at the Annual General Meeting; and
 - (4) if the number of further nominations:
 - (A) is insufficient to fill the remaining vacancies, the further nominees will be declared elected; or
 - (B) exceed the number remaining vacancies, an election will be held at the Annual General Meeting.
 - (e) If the number of candidates nominated exceed the available vacancies:
 - (1) a list of the candidates and a ballot paper containing the names of the candidates in alphabetical order will be circulated by the Secretary by notice in writing to members of the Society entitled to vote and representing the State for which a vacancy exists at least twenty one (21) days prior to the Annual General Meeting; and
 - (2) the list must indicate, in the case of an existing member of the Council, that member's attendance record at Council meetings during the period of twelve (12) months preceding the circulation of the list and be accompanied by any personal details submitted by a candidate of not more than twenty five (25) words in length as to the suitability of the candidate for election.
 - (f) Each member of the Society representing a State entitled and intending to vote must complete the ballot paper provided and return it to the Secretary at least seven (7) days prior to the Annual General Meeting.
 - (g) The result of all ballots will be announced at the Annual General Meeting and recorded in minutes of the meeting.
 - (h) A returning officer and two (2) scrutineers will be appointed by the Council. The returning officer must not be a member of the Society entitled to vote and may be selected from representatives of the auditors or solicitors of the Society.
 - (i) The decision of the returning officer as to formality or informality of any vote will be final.
 - (j) If two (2) or more candidates for a vacancy obtain an equal number of votes the chairman of the Annual General Meeting must determine by lot which of them will be elected.

- 11.6. At the first meeting of the Council held after each Annual General Meeting of the Society, the Council will elect from its members a President, a Senior Vice-President, a Junior Vice-President and an Honorary Treasurer.
- 11.7. At the 1997 Annual General Meeting of the Society, all members of the Council will resign from office and the following new members of the Council will be elected:
- (a) two (2) members of the Council will be elected to represent New South Wales;
 - (b) two (2) members of the Council will be elected to represent Victoria;
 - (c) one (1) member of the Council will be elected to represent Queensland;
 - (d) one (1) member of the Council will be elected to represent South Australia;
 - (e) one (1) member of the Council will be elected to represent Tasmania; and
 - (f) one (1) member of the Council will be elected to represent Western Australia.
- 11.8. In order to provide for the retirement of half (1/2) the members of the Council at and the continuation of the other half (1/2) of the members of the Council after each Annual General Meeting, the members of the Council appointed pursuant to Article 11.7 will be appointed for the following durations (after which they will be obliged to retire from office) and new members of the Council representing the States of the retiring members must be elected to replace the retiring members:
- (a) in the case of the members of the Council elected to represent New South Wales, one (1) member of the Council will be elected for the term of one (1) year and the other member of the Council will be elected for the term of two (2) years;
 - (b) in the case of the members of the Council elected to represent Victoria, one (1) member of the Council will be elected for the term of one (1) year and the other member of the Council will be elected for the term of (2) years; and
 - (c) in the case of the members of the Council elected to represent Queensland, South Australia, Tasmania and Western Australia, half (1/2) the total members of the Council so elected will be elected for the term of one (1) year and the other half (1/2) of the total members of the Council so elected will be elected for the term of two (2) years.
- 11.9. A draw by lot will take place at the 1997 Annual General Meeting to determine which members of the Council under Article 11.8(c) will be elected for a term of one (1) year and which members of the Council will be elected for a term of two (2) years.
- 11.10. Council members are, on retirement, eligible for re-election.
- 11.11. Council members elected at Annual General Meetings after 1997, hold office for a term of two (2) years and must then retire:
- (a) if more than one (1) Council member representing a State is due to retire, the member to retire first is the member who has been in office the longest; and
 - (b) as between members who were elected or re-elected Council members on the same date, the member to retire will, unless otherwise agreed, be determined by lot.
- 11.12. For the purposes of Part 11, a reference to "year" or "years" is a references to the periods between each Annual General Meeting of the Society.
- 11.13. A member must not hold the office of President for more than three (3) years in succession. Any member who holds the office of President for three (3) years in succession is eligible for be re-election at the expiration of one (1) year after retirement.
- 11.14. An officer or other member of the Council of the Society must not receive any remuneration for his or her services and no payment or part payment of any Secretary, manager or other officer or servant of the Society may be made by way of commission or allowance from or on the receipts of the Society for liquor supplied. Nothing in this Article will be deemed to prevent the payment in good faith of remuneration to any officer, servant or member of the Society or other person in return for any services actually rendered to the Society nor prevent any payment of interest on money borrowed from any member of the Society for any of the purposes of the Society or prohibit the reimbursement of travelling expenses of Council members incurred to attend Council meetings or expenses incurred at the direction of the Council for the purposes of promoting or furthering the objects of the Society.
- 11.15. The members of the Council elected under Article 11.5 have the power to fill a casual vacancy in their number by the appointment of a member of the Society eligible to hold office and to fill a casual vacancy amongst the officers of the Society by appointing a member. Any Council member or officer of the

Society so appointed holds office until the next Annual General Meeting and is then eligible for re-election.

- 11.16. The Society may, by ordinary resolution, remove any Council member before the expiration of his or her period of office and appoint another person in his or her stead. The person appointed will hold office until the next Annual General Meeting.
- 11.17. The Council may resolve to remove a Council member from office and notify that member immediately of his or her removal if the Council resolves that by reason of any financial or other interest, undertaking or activity or by reason of any other cause including, without limiting the generality of the foregoing, any refusal or neglect to comply with the provisions of these Articles or any By-Law or by reason of being guilty of any conduct unworthy of a member of the Council or likely to be injurious or prejudicial to the Society that it is not in the best interests of the Society that any member of the Council should continue to hold that office.
- 11.18. A Council member removed from office under:
 - (a) Article 11.16 and 11.17 is disqualified from holding office until the Council resolves that the circumstances giving rise to the Council's resolution do not exist; and
 - (b) Article 11.17 may, within seven (7) days of the Council's resolution, lodge with the Secretary in writing an appeal to the resolution. The Secretary must then convene an Extraordinary General Meeting to be held within one month of the Council member lodging an appeal, at which the members may resolve to reinstate the former Council member or otherwise.
- 11.19. The office of a Council member or an officer of the Society becomes vacant if the Council member or officer:
 - (a) ceases to be a Council member by virtue of the Law;
 - (b) becomes bankrupt or makes an arrangement or composition with his or her creditors generally;
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (d) ceases to be a director by reason of section 228 of the Law;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (f) resigns by notice in writing to the Society;
 - (g) for more than three (3) months is absent without permission of the Council from meetings of the Council held during that period;
 - (h) is directly or indirectly interested in any contract or proposed contract with the Society and fails to disclose this interest to the Council;
 - (i) holds any salaried office of the Society or an office of the Society paid by fees;
 - (j) ceases for any reason to be a member of the Society; or
 - (k) is directly or indirectly interested, within the meaning of section 231 of the Law, in any contract or proposed contract with the Society. Nothing in this sub-Article will affect the operation of clause 5 of the Memorandum of Association of the Society.
- 11.20. Subject to these Articles and the Law, the business and general affairs of the Society will be managed by the Council which may pay all expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Law or by these Articles, required to be exercised by the Society in general meeting.
- 11.21. No regulations made by the Society in general meeting will invalidate any prior act of the Council which would have been valid if that regulation had not been made.
- 11.22. Subject to approval by the Society given in general meeting, the Council may demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements or premises of the Society.
- 11.23. The Council must only mortgage property of the Society or borrow money for the purpose of fulfilling the Society's objects.
- 11.24. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted or otherwise executed on behalf of the Society by any two (2) of the President, the two (2) Vice-Presidents, the Secretary, the Honorary Treasurer or any Council member or other person authorised for that purpose by the Council.

- 11.25. The Council of the Society has power to make, alter and repeal all such By-Laws as it deems necessary, expedient or convenient for the proper conduct and management of the Society and
- (a) in particular but not exclusively, it may by such By-Laws regulate:-
 - (1) the rights and privileges accorded to Honorary Members and visitors;
 - (2) the rights and privileges accorded to the members of the Society;
 - (3) the use of the Society premises by members;
 - (4) arrangements with any other Societies or Associations for reciprocal concessions or otherwise;
 - (5) the conduct of members of the Society in relation to one another and to the Society's servants;
 - (6) the imposition of fines for the breach of any By-Law or any Article of the Society;
 - (7) the procedure at general meetings and meetings of the members of the Council of the Society;
 - (8) the proper conduct and management of the affairs of State Branches; and
 - (9) generally all such matters as are commonly the subject matter of Society rules;
 - (b) the Council will adopt such means as it deems sufficient to bring to the notice of members of the Society all such By-laws, amendments and repeals;
 - (c) all By-laws in force are binding on all members of the Society;
 - (d) any By-law which is inconsistent with or affects or repeals anything contained in the Memorandum or Articles of Association of the Society is ineffective; and
 - (e) any By-law may be set aside by a special resolution of a general meeting of the Society.
- 11.26 The Council must have minutes signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting entered in a book provided for that purpose of:
- (a) all appointments of officers of the Society and servants;
 - (b) the names of officers of the Society and other members of the Council present at all meetings of the Society and of the Council, and
 - (c) all resolutions and proceedings at all meetings of the Society and the Council.

12 POWER TO LEVY AND PRESCRIBE FEES AND REGULATIONS

- 12.1. The Council may impose levies on members of the Society to the extent necessary from time to time to meet the expenses of the Society.
- 12.2. No member will be required to pay in respect of any calendar year any levy or levies in a sum or sums greater than a sum equivalent to two-thirds of the membership subscription of such member.
- 12.3. All levies will be due unless otherwise determined by the Council at the same time as annual membership subscriptions.
- 12.4. If requested by a State Branch Committee, the Council may impose a levy on the members of the Society representing the State concerned for the promotion of the Simmental breed in that State and any levy imposed is payable to the State Branch concerned at the time prescribed by the Council by notice given in writing to the members liable for payment. A State Branch will render to the Council, whenever required, a full account of the manner of expenditure of all moneys received by it consequent upon the imposition of any such levy.
- 12.5. The Council may at any time determine the eligibility or otherwise of any Simmental cattle in general or in particular for registration (including under classifications according to qualifications determined by the Council) with and the liability for deregistration by the Society. The fees, refunds and regulations applicable to registration, transfer of registration, deregistration, and the penalties for late lodgment of applications for registration and transfers of registration.
- 12.6. The Council may notify every member of the Society of its reasons for declining to register or for deregistering any animal, the subject of an application for registration by, and/or which was registered on the application of, any member and no member may exercise any right against the Society in respect of or arising in any manner directly or indirectly out of such notification.
- 12.7. Every member who has applied for registration of any animal the registration of which has been declined and/or every member whose application for registration of any animal has resulted in the registration of

such animal (as the case may be) will, in the event of any such notification being given by the Society in relation to such animal, indemnify and keep indemnified the Society from and against all actions claims demands and proceedings which may at any time be brought or made against the Society by any other person claiming loss or damage by reason of any such notification.

- 12.8. The Council may impose a promotional levy on a member in respect of all Simmental cattle sold at an auction under the auspices of a Society sponsored sale. The levy must not be greater than one half of the total commission paid to the agents conducting the sale and must be calculated on the gross value of the sale. Any animal sold within fourteen (14) days of the sale and indicated in a catalogue or advertisement as having been offered at a Society sponsored sale must be included in the value of the sale for the purposes of calculating the levy.
- 12.9. The Council may regulate the granting of approval to any member of the Society holding a sale and wishing to use the Society's sponsorship.

13 PROCEEDINGS OF THE COUNCIL

- 13.1. The Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and must hold at least two (2) meetings each year.
- 13.2. The President may at any time and the Secretary must on the requisition of three (3) members of the Council summon a meeting of the Council.
- 13.3. Subject to these Articles, questions arising at any meeting of the Council must be decided by a majority of votes and a determination of a majority of the Council will, for all purposes, be deemed a determination of the Council.
- 13.4. In case of an equality of votes, the chairman of the Council meeting has a second or casting vote.
- 13.5. A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of the Council is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in identical form, each signed by one (1) or more members of the Council.
- 13.6. The quorum necessary for the transaction of the business of the Council at any time will be one-third (1/3) of its members as constituted at the last preceding Annual General Meeting or, if the number of members of the Council is not a multiple of three (3), the number nearest one-third (1/3).
- 13.7. The continuing members of the Council may act notwithstanding a vacancy in their body but if and so long as their number is reduced below the number fixed by these Articles as the quorum of the Council, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or may convene a general meeting of the Society for that purpose only.
- 13.8. Elected members of the Council must each appoint an alternate member of the Council by notice in writing signed by the relevant member of the Council and served on the Council.
- 13.9. Each alternate member of the Council must be a member of the Society.
- 13.10. The Council must approve the appointment of all alternate members of the Council.
- 13.11. An alternate member of the Council is entitled to notice of meetings of the Council and, if the appointing member of the Council is not present at such meeting of the Council, is entitled to attend and vote in his or her stead.
- 13.12. An alternate member of the Council may exercise any of the powers that the appointing member of the Council may exercise and the exercise of any such power by the alternate member of the Council is deemed to be the exercise of that power by the appointing member of the Council.
- 13.13. The appointment of an alternate member of the Council:
 - (a) may be terminated at any time by the appointing member of the Council; and
 - (b) terminates if the appointing member of the Council vacates office as a member of the Council.
- 13.14. The President will preside as chairman at every meeting of the Council. If there is no President or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting one of the Vice-Presidents will be chairman. If neither of the Vice-Presidents is present at the meeting and willing to act then the members may choose one (1) of their number to be chairman of the meeting.

- 13.15. The President, the two Vice-Presidents and the Honorary Treasurer and such other member or members of the Council as they may from time to time by unanimous resolution determine and/or as the Council may from time to time determine constitutes an Executive Committee
- 13.16. Subject to any restrictions and limitations the Council may from time to time impose, the Executive Committee will be entitled to exercise all the powers for the time being of the Council including the powers conferred on the Council by Article 13.17.
- 13.17. The Council may delegate any of its powers to sub-committees consisting of such member or members of the Council as it thinks fit. Any sub-committee so formed will, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.
- 13.18. The President is ex officio chairman of every sub-committee and may appoint a nominee as the chairman of a sub-committee. If no chairman is appointed or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting the members present may choose one of their number to be chairman of the meeting.
- 13.19. A sub-committee may meet and adjourn as it thinks proper.
- 13.20. Questions arising at any meeting of a sub-committee must be determined by a majority of votes of the members present and, in the case of an equality of votes, the chairman will have a second or casting vote.
- 13.21. All acts done by any meeting of the Council or of a sub-committee or by any person acting as an Officer of the Society or as a member of the Council will, notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of any such Officer or member of the Council or person acting as an Officer or Council member or that the Officer or member of the Council or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be an Officer or member of the Council and had been entitled to be an Officer or member of the Council.

14 STATE BRANCHES

- 14.1 A State Branch of the Society may be formed, with the approval of the Council in any State of the Commonwealth of Australia where the Society has a place of business. For the purposes of this Article and Part 15 and 16, the Australian Capital Territory shall be deemed to be part of the State of New South Wales and the Northern Territory to be part of the State of South Australia.

15 STATE BRANCH MEETINGS

- 15.1 Each State Branch must hold in each calendar year a State Annual General Meeting, held as may be determined by the State Branch Committee either:
 - (a) at a place within that State and on a day before the Annual General Meeting of the Society; or
 - (b) at the same place and on the same day as the Annual General Meeting of the Society.
- 15.2. Notice of every general meeting of a State Branch must be given to members representing the State in the same manner as is by these Articles prescribed in respect of general meetings of the Society.
- 15.3. Unless otherwise determined by the Council, the quorum for any State General Meeting is seven (7) members entitled to vote present in person. Where a State Branch has less than fifteen (15) members, three (3) members entitled to vote present in person constitutes a quorum.
- 15.4. Either the State President or the State Vice-President may, whenever he or she think fit, convene an Extraordinary State General Meeting. The State Secretary must convene such a meeting whenever so instructed by the State President or the State Vice-President.
- 15.5. An Extraordinary State General Meeting must be convened by the State Branch Committee on requisition:
 - (a) made in writing by not less than:
 - (1) five (5) members representing the State; or
 - (2) where a State Branch has less than fifteen (15) members, three (3) members representing the State; and

- (b) which must state the object of the meeting and must be signed by the requisitioners and deposited with the State Secretary and may consist of several documents in like form each signed by one or more of the requisitioners.
- 15.6. If the State Branch Committee does not, within twenty one (21) days from the date of the requisition being so deposited, proceed to convene a meeting the requisitioners or any of them representing more than one half (1/2) of the voting rights of all of them may themselves convene the meeting. Any meeting so convened must not be held after three (3) months from the date of such deposit.
- 15.7. Any meeting convened under the preceding paragraph by the requisitioners must be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the State Branch Committee.
- 15.8. All business is deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an ordinary meeting is deemed special, with the exception of consideration of the accounts and balance sheets and ordinary reports of the State Branch Committee and the election of members of the State Branch Committee in the place of those retiring.
- 15.9. If a quorum is not present within half (1/2) an hour from the time appointed for the State General Meeting:
 - (a) where the meeting was convened upon the requisition of members, the meeting will be dissolved; or
 - (b) in any other case:
 - (1) the meeting stands adjourned to the same day in the next week at the same time and place; and
 - (2) if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting:
 - (A) two (2) or more members present and entitled to vote constitute a quorum; or
 - (B) where two (2) or more members are not present and entitled to vote, the meeting will be dissolved.
- 15.10. The State President will preside as chairman at every State General Meeting. If there is no State President or if he or she is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act, the State Vice-President will be chairman. If the State Vice-President is not present or is unwilling to act, the members present and entitled to vote may choose one (1) of their number to be chairman.
- 15.11. The chairman may with the consent of any meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place. No business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.12. If a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 15.13. Except as provided in this Article, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.14. At any State General Meeting a resolution put to the vote of the meeting must be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least three (3) members present in person or by proxy
- 15.15. Unless a poll is demanded, the following will be conclusive evidence of the result of a vote on a resolution without proof of the number or proportion of the votes recorded in favour of or against the resolution:
 - (1) a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost; and
 - (2) an entry to that effect in the book containing the minutes of the proceedings of the State Branch
- 15.16. Any demand for a poll may be withdrawn
- 15.17. If a poll is demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 15.18. A poll demanded on the election of the chairman or on the question of adjournment must be taken immediately.

- 15.19. In the case of an equality of votes on a show of hands or on a poll, the chairman is entitled to a second or casting vote.
- 15.20. A member may vote at any State General Meeting on a show of hands or a poll in person, by proxy, by his or her attorney under power or, in the case of a member being a corporation, by its representative duly authorised pursuant to the Law. A member, the proxy, attorney or representative of a member has, on a show of hands or on a poll, one (1) vote.
- 15.21. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, on a show of hands or on a poll, by that member's committee, trustee or other person which properly has the management of that member's estate. That member's committee, trustee or other person may vote by a proxy or attorney.
- 15.22. A member is not entitled to vote at any State General Meeting unless any annual subscription which is due and payable is paid before the meeting.
- 15.23. A proxy must be a member of the State Branch.
- 15.24. An instrument appointing a proxy:
- (a) must be in writing, signed by the appointor or by any attorney under power of the appointor empowered by the instrument of his or her appointment to sign such proxy. If the appointor is a corporation, the instrument must be signed either under seal or by a duly authorised officer or attorney of the corporation;
 - (b) is deemed to confer authority to demand or join in demanding a poll;
 - (c) may specify the manner in which the proxy is to vote in respect of a particular resolution in which event the proxy must vote on the resolution as specified in the instrument; and
 - (d) must be in a form similar to the form contained in Article 10.20.
- 15.25. The instrument appointing a proxy, the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority must be deposited with the Secretary of the State Branch not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy will not be treated as valid.
- 15.26. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death or unsoundness of mind or revocation is received by the State Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used or power is exercised.

16 STATE BRANCH COMMITTEE

- 16.1. There will be a State Branch Committee consisting of not less than five (5) nor more than ten (10) members representing a State and eligible to hold office, known as State Councillors. Where a State Branch has less than fifteen (15) members, the minimum number of State Councillors is reduced to not less than three (3) members representing a State and eligible to hold office.
- 16.2. State Councillors are to be elected at the State Annual General Meetings.
- 16.3. A State Councillor may hold office for a maximum two (2) year term and must retire at the State Annual General Meeting which marks the end of that two (2) year term.
- 16.4. A retiring State Councillor is immediately eligible for re-election.
- 16.5. The election of members of the State Branch Committee in place of those members retiring at any State Annual General Meeting must take place in the following manner:
- (a) Any two (2) members representing the State and entitled to vote may nominate as a member of the State Branch Committee any other member entitled to hold office.
 - (b) The name of each member so nominated together with the names of his or her proposer and seconder must be sent in writing signed by the proposer, seconder and nominee to be in the hands of the State Secretary at least forty-two (42) days before the State Annual General Meeting.
 - (c) If the number of nominees are sufficient to fill the vacancies in the State Branch Committee, the chairman will declare those nominated to be duly elected.

- (d) If the number of nominees are insufficient to fill the available vacancies:
 - (1) the names of the nominees will be listed in the Notice convening the State Annual General Meeting;
 - (2) the nominees will be declared elected at the State Annual General Meeting;
 - (3) further nominations may be made and consented to at the State Annual General Meeting; and
 - (4) if the number of further nominations:
 - (A) is insufficient to fill the remaining vacancies, the further nominees will be declared elected; or
 - (B) exceed the number of available vacancies, an election will be held at the State Annual General Meeting.
 - (e) If the number of candidates nominated exceed the available vacancies:
 - (1) a list of candidates and a ballot paper containing the names of the candidates in alphabetical order will be circulated by the Secretary by notice in writing to all members representing the State entitled to vote at least twenty one (21) days before the State Annual General Meeting; and
 - (2) the list must indicate, in the case of an existing State Councillor his or her attendance record at the meetings of the State Branch Committee during the preceding twelve (12) months and be accompanied by any personal details submitted by any a candidate of not more than twenty five (25) words in length as to the suitability of the candidate for election.
 - (f) Each member entitled and proposing to vote must complete the ballot paper and return it to the State Secretary so that the ballot paper is received by the State Secretary at least seven (7) days prior to the State Annual General Meeting.
 - (g) The result of the ballot will be announced at the State Annual General Meeting and recorded in the minutes of the meeting.
 - (h) A returning officer and two (2) scrutineers will be appointed by the State Branch Committee. The returning officer must not be a member of the Society entitled to vote and may be selected from representatives of the auditors or the solicitors of the Society.
 - (i) The decision of the returning officer as to the formality or informality of any vote will be final.
 - (j) If two (2) or more candidates for a vacancy obtain an equal number of votes, the chairman of the State Annual General Meeting must determine by lot which of them will be elected.
- 16.6. The first meeting of a State Branch Committee must be held within one (1) month after the State Annual General Meeting and at such meeting the members of the State Branch Committee will determine the dates on which not less than three (3) meetings of the Committee will be held prior to the next State Annual General Meeting and will elect from among themselves a State President and a State Vice-President and will appoint a State Secretary who may but need not be appointed from among themselves. Should a State Secretary not be appointed from among themselves, the appointed State Secretary will attend the meeting of the State Branch Committee but will not be entitled to a vote at those meetings.
- 16.7. Until otherwise determined by the Council, the quorum for a State Branch Committee will be four (4).
- 16.8. Any casual vacancy occurring on a State Branch Committee will be filled by appointment by the State Branch Committee from members representing the State and eligible to hold such office. Any State Councillor so appointed will hold office until the next State Annual General Meeting.
- 16.9. All officers of a State Branch will be honorary.
- 16.10. If any member of a State Branch ceases to represent the State (as to which the decision of the State Branch Committee will be final) that member will cease to be a member of the State Branch and all offices held by him or her in that Branch must be vacated.
- 16.11. No member may hold the office of State President for more than three (3) consecutive years but a member who held that office for three (3) consecutive years and ceases to hold that office is eligible at any other time after the expiration of one (1) year from ceasing to hold such office to be again elected to and to hold that office for not more than three (3) consecutive years.
- 16.12. There is no limitation on the period for which a member may hold the office of State Vice-President.
- 16.13. The provisions of Articles 11.14, 11.16, 11.17 and 11.18 apply mutatis mutandis to State Councillors and the State Secretary respectively in the context of a State Branch Committee.

- 16.14. If, in the opinion of the Council, a State Branch is not acting in accordance with the aims and objects of the Society or is conducting its affairs in such a way as is likely to be detrimental to the interests of the Society:
- (a) the Council may by notice in writing to the State Branch Committee withdraw its approval of the State Branch; and
 - (b) the State Branch:
 - (1) must within fourteen (14) days after service of a notice under Article 16.14(a) deliver up to the Council all its books, records, cash on hand, money and banking accounts and the State Branch and all members of the Society resident in that State and must furnish to the Council all information and explanations as may be required by the Council or be necessary as regards the affairs of the State Branch;
 - (2) at the expiration of the period of fourteen (14) days ceases to exist and all its offices will be vacated and no member of the Society resident in that State may hold himself or herself out as being a member of the State Branch or as representing it or the Society except in so far as he or she may, at the express direction of the Council, be required as a member of the Society and on its behalf to attend to the completion of anything involved in winding-up the affairs of the State Branch; and
 - (c) at any time after the expiration of the fourteen (14) day period, the Council may cause to be taken such action as it may think fit to reconstitute a State Branch in that State.
- 16.15 Subject to the Law, these Articles, any By-laws and the directions from time to time of the Council, it is the duty of each State Branch to:
- (a) carry out all such powers and duties relating to the affairs of the Society within the State as may be delegated to or imposed on it by the Council;
 - (b) keep and maintain an up to date record of all names and addresses of the members for the time being resident in the State;
 - (c) make such inspections of herds and or records within its State as the Council may direct or as the State Branch Committee considers appropriate; and
 - (d) forward to the Council all information obtained pursuant to this Article and any information as the Council may from time to time require in respect of its State.
- 16.16 A State Branch will have no powers or duties other than as set out in these Articles.

17 SECRETARY

- 17.1. A Secretary is appointed, may be removed and holds office on the terms and conditions, as to remuneration and otherwise, as the Council determines.
- 17.2. Where there is no Secretary capable of acting, the Council may appoint an assistant or deputy secretary or any other officer of the Society to perform the duties of secretary.

18 SEAL

- 18.1. The Council will provide for the safe custody of the seal.
- 18.2. The seal must only be used by the authority of the Council or of a committee of the Council authorised by the Council to authorise the use of the seal.
- 18.3. Every document to which the seal is affixed must be signed by at least two (2) members of the Council and be countersigned by the secretary or by some other person appointed by the Council for that purpose.

19 ACCOUNTS

- 19.1. Correct accounts and books must be kept showing the financial affairs of the Society and the particulars usually shown in books of account of a like nature. The Council must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached) accompanied by a copy of the auditor's report as required by the Law and must cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the period since the preceding

accounts (or in the case of the first accounts since the incorporation of the Society) made up to a date not more than three (3) months before the date of the meeting.

- 19.2. The Council will from time to time determine in accordance with Clause 8 of the Memorandum of Association at what times and places and under what conditions and regulations the accounting and other records of the Society will be open to the inspection of members not being members of the Council and no member (not being a member of the Council) has any right to inspect any accounts, books or papers of the Society except as conferred by law or by Clause 8 of the Memorandum of Association or authorised by the Council or by the Society in General Meeting.

20 AUDIT

- 20.1 A properly qualified auditor must be appointed and his or their remuneration fixed and duties regulated in accordance with the Law and Clause 8 of the Memorandum of Association.

21 NOTICES

- 21.1. A notice may be given by the Society to any member either by serving it on the member personally or by sending it by post to that member's address as shown in the register of members or the address supplied by that member to the Secretary for the purpose of receiving notices.
- 21.2. Where a notice is sent by post, service of notice will be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and, to have been effected, in the case of a notice of a meeting on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 21.3. Notice of every general meeting must be given in the manner authorised by these Articles to every member entitled to attend and vote; and
- (a) any auditor of the Society,
- no other person is entitled to receive notices of General Meetings.

22 WINDING UP

- 22.1 The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Society has effect and will be observed as if repeated in these Articles.

23 INDEMNITY

- 23.1 Every member of the Council, auditor Secretary and other officer for the time being of the Society will be indemnified out of the assets of the Society against any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application under the Law in which relief is granted to that person by the Court in respect of any negligence, default, breach of duty or breach of trust.

We, the several persons whose names and addresses are subscribed, being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Names, Addresses and Description of Subscribers

Geoffrey F M Quinn	"Oakleigh" Coonabarabran	Company Director
Geoffrey B Mort	17 Gladswood Gardens, Double Bay	Stud Stock Manager
A Farquhar	94 Warrane Road, Willoughby	Law Clerk
Graham L Berry	21 Murray Road, Cheltenham	Solicitor
W G Cassidy	40 William Street, Double Bay	Solicitor

Witnesses to all Signatures:

Cheryl Collins	126 Lancaster Avenue, West Ryde	Stenographer
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DATED this 29th March, 1971.