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*Please note:*

The Rules of an incorporated Association constitute the terms of a contract between the incorporated Association and its members. Accordingly, members are advised that the Association Rules are to be read in conjunction with the Model Rules (Associations Incorporation Act 1981 - Victoria)

## STATEMENT OF PURPOSES

The name of the Association shall be “Australian Poll Dorset Association Incorporated”. The Purposes of the Association are:

- (a) To encourage the breeding of Poll Dorset sheep and to develop, promote and maintain the purity and improvement of the breed in Australia.
- (b) To collect, record and publish information relating to Poll Dorset Sheep.
- (c) The investigation of the histories, pedigrees, purity, and type of sheep registered or entered for registration.
- (d) The consideration and the granting or refusal of any application for registration of any sheep or the transfer thereof or for the issue of a certificate for the export of sheep registered in accordance with the rules for the time being in force.
- (e) The consideration of all questions affecting the interests of breeders of Poll Dorset sheep.
- (f) To encourage, promote and carry out research into better methods of animal husbandry and genetics and thereby promote the development of the agricultural resources of Australia in general and the development of Poll Dorset sheep in particular.
- (g) To invest and deal with the moneys of the Association as may from time to time be determined in such manner as are incidental or conducive to the attainment of the above purposes or any of them.

The income/profits and property of the Association whence ever so derived shall be applied solely towards the promotion of the purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association, or to any of them, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith remuneration to any officers or servants of the Association, or to any member thereof or other person in return for any services actually rendered to the Association, nor prevent the payment of interest on money borrowed from any member of the Association for any of the purposes of the Association.

## RULES

### 1 Membership:

Membership is open to any person interested in Poll Dorset sheep and shall be in three categories.

#### (a) *Full Membership:*

The owner of each flock registered with the Association shall be a Full Member of the Association so long as the flock remains registered.

A Full Member which is a company or partnership must, and a Full Member who is an individual may appoint in writing a natural person as the nominee of that Full Member to exercise all the rights to which a Full Member is entitled under these Rules for so long as he or she remains the nominee, including the right to be elected to any position within the Association and its Committees.

If more than one natural person is nominated by a Full Member, the Full Member must state the order of precedence of those nominees. The rights of the Full Member can only be exercised by one person on any one occasion or at any one meeting, and the person with higher precedence on the nomination may exercise the rights to the exclusion of all other nominees.

A member may change a nominee but a nominee who is elected to any body or a position within the Association shall not cease to hold office because he ceases to be a nominee.

A Full Member who is an individual cannot exercise any of the rights of a member if a nominee has been appointed until the appointment is cancelled in writing.

**(b) Associate Membership:**

An Associate Member shall be any person with a special interest in a registered Poll Dorset flock.

**(c) Annual Membership:**

An Annual Member shall receive a copy of the Association Journal and shall have the right to attend all meetings without voting power.

**1A.(a)** Any member, State Committee or Regional Committee may nominate a person for life membership of the Association.

**(b)** The Board shall consider each nomination, and if it approves it, shall recommend the nomination to the next Annual General Meeting.

**(c)** A person becomes a Life Member if at least sixty percent of the votes cast on the resolution proposing the nomination at the Annual General Meeting approve the nomination.

**(d)** A Life Member has all the rights and privileges of a Full Member, but is not required to own a registered flock.

**2.** A person eligible for Associate or Annual membership shall be admitted to membership of the appropriate category by the Secretary on receipt of a written request to become a member.

**3.** A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by sending notice to the Secretary. Upon receipt of such notice the Secretary shall, if satisfied that all moneys due and payable have been paid, remove his name from the register.

**4. Discipline:**

**(a)** The Board reserves the right to take whatever action it deems fit against a member including expulsion or a fine not exceeding the amount fixed under the Associations Incorporation Regulations if:

**(i)** the annual return is not in by the due date or is false and misleading in any material particulars;

**(ii)** the annual subscription is not in by the due date;

**(iii)** inspection reveals breeding and management of the member's flock is to the detriment of the good name of the Association;

**(iv)** any other of the Rules or Regulations of the Association are contravened.

**(b)** The decision of the Board to discipline a member shall be final, and no appeal to a General Meeting shall be permitted.

- (c) Before any decision in relation to discipline is made by the Board, the member concerned shall have the right after reasonable notice to him to appear before the Board to show cause why he should not be disciplined. The notice to the member must specify the allegation against the member and must include a warning that the Board has the power to expel a member.
- (d) A flock shall be deregistered upon the expulsion of its owner as a member of the Association.

**5. Register of Members:**

The Chief Executive shall maintain the register of members of the Association which shall be available for inspection by the members at the office of the Association.

**6. Board:**

The affairs of the Association shall be administered by the Board. Eligibility for the Board shall be open to all Full Members and Associate Members of the Association.

**7. Elections:**

All Directors shall be elected by members for a two (2) year term. Elections shall be held every two (2) years.

Five (5) Directors shall be elected by members from New South Wales and Queensland; four (4) Directors shall be elected by members from Victoria; two (2) Directors shall be elected by members from South Australia; two (2) Directors shall be elected by members from Tasmania; two (2) Directors shall be elected by members from Western Australia.

All members shall receive a nomination form for election to the Board with the Notice of the Annual General Meeting. Completed nominations shall be in the hands of the Chief Executive on first July in an election year.

A nomination form must be signed by the nominee and two nominators and all three must be Full or Associate Members of the Association and reside within the State in which an election is to be held. Retiring members shall be deemed to have nominated for re-election unless they notify the Chief Executive in writing to the contrary before the closure of nominations. If the number of nominations exceed the number of vacancies in any State or States then the Chief Executive shall conduct a postal ballot for the affected State or States closing on 15th August in an election year.

Voting shall be by the members striking out the names of candidates on the ballot paper so as to leave only as many names of candidates as there are the respective vacancies on the Board to be filled.

**8. Board Composition:**

The President and Vice-President shall be members of the Board and be elected by and from the Board at its first meeting following the Annual General Meeting. No President shall serve more than two annual terms consecutively.

The Board shall determine the method of voting to be used to elect Office Bearers and may change it from year to year if it so desires.

Eight (8) members of the Board shall constitute a quorum at any meeting.

**9. Cessation as a Director.**

A person shall cease to be a Director if he:

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration;
- (c) 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;
- (d) resigns his office by notice in writing to the Association;
- (e) is absent without the consent of the Board from all meetings of the Board held during a period of one year.

**10. Casual Vacancy.**

The Board shall have power to fill a casual vacancy by conducting a ballot as provided for in Rule 7 to elect a member from the same State as the member ceasing to be a Director. The member so elected shall hold office only until the next election.

**11. Annual Meeting.**

The annual meeting shall be held each year at a time and place to be determined by the Board.

**12. Board Meetings:**

Board meetings will be held at such time and place as the Board shall decide.

The procedure at meetings of the Board shall be determined by the Board.

**13. Special General Meetings:**

It shall not be necessary to hold any General Meeting other than the Annual General Meeting in any year unless the President or the Board at its discretion determines to convene a Special General Meeting or a requisition for a Special General Meeting is received by the President or the Chief Executive signed by fifty (50) financial members of the Association.

**14. Procedure for Annual and Special General Meetings:**

- (a) Subject to Rule 26, at least 30 days notice in writing shall be given to all members of the date, time and place of any annual or special general meeting.
- (b) Any motion other than a motion to amend the Statement of Purposes and Rules may be proposed at the annual general meeting without notice.
- (c) No business shall be considered at a special general meeting other than the business set out in the notice of meeting.
- (d) The quorum at the Annual General Meeting shall be 15.
- (e) The quorum at the Special General Meeting shall be 50.
- (f) The President shall preside at all the General Meetings of the Association. If he is not present within fifteen minutes after the time appointed for the holding of the meeting or if he is unwilling to act the members present shall elect one of their number to be chairman of the meeting.
- (g) The chairman may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting

is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting.

- (h) At any General Meeting a resolution put to the vote shall be decided on a show of hands or by ballot.
- (i) All Full and Associate Members present at a General Meeting shall be entitled to vote.
- (j) At the Annual General Meeting an auditor shall be appointed.

#### **14A. Proxies.**

- (1) A member cannot vote by proxy, except when voting on an alteration to the Rules or the Statement of Purposes.
- (2) A member may vote by proxy on an alteration to the Rules or the Statement of Purposes if
  - (a) the proxy form specifies how the person exercising the proxy is to vote on the motion;
  - (b) the proxy form is signed by the member or the member's nominee appointed under Rule 1 (a);
  - (c) the proxy form is received by hand, by fax or by post at the registered office, stated postal address or fax number of the Association not later than 24 hours before the advertised starting time of the meeting.
- (3) The Chief Executive must not permit a member or Director to see any proxy forms prior to the meeting, except in accordance with the following subrule.
- (4) The Chief Executive must, one hour before the meeting, make the proxy forms available for scrutiny by two members nominated by the proposer of the motion and two members nominated by the person who prepared the case against the motion (as referred to Rule 26).
- (5) The Chief Executive must disclose to the meeting before the vote, the number of proxies received, but not the way in which the votes are directed.
- (6) A person appointed as a proxy must vote in accordance with the instructions on the proxy form.

#### **15. Board Duties:**

The Board shall:

- (a) Have control and management of income and expenditure. In this respect all income and property shall be applied solely towards promotion of the purposes of the Association.
- (b) Promulgate the Annual Statement of income and expenditure, together with the President's annual report to all members of the Association.
- (c) Cause to be compiled and published the Association's Flock Register.
- (d) The Board's decision on all matters relating to the registration and entry of sheep in the Flock Register shall be final.
- (e) The Board shall administer all the affairs of the Association, see that the purposes of the Association are maintained, and will supervise and enforce the Statement of Purposes and Rules and Regulations of the Association.

**16. Duties of Chief Executive:**

- (a) The Chief Executive shall receive all moneys and bank same where the Board directs.
- (b) He shall disburse Association money as the Board directs, keeping proper account of all transactions; prepare the annual balance sheet and have it duly audited, for submission to the Annual General Meeting.
- (c) He shall keep full and accurate minutes of all meetings and shall have custody of all books, documents and securities of the Association.
- (d) He shall be the corresponding and recording officer of the Association.
- (e) He shall supervise the compilation, printing and distribution of the Flock Register.

**17. Common Seal:**

The Common Seal of the Association shall be kept by the Chief Executive and shall only be affixed by the authority of the Board or a committee of the Board and every instrument to which the Seal is affixed shall be signed by a Board member and countersigned by the Chief Executive or some other person appointed by the Board for that purpose.

**18. Records:**

The books and documents of the Association shall be available for inspection by the members at the office of the Chief Executive of the Association during normal business hours.

**19. Regional Committees and State Committees:**

- (a) State Committees shall be constituted in New South Wales, Victoria, Western Australia, South Australia and Tasmania to handle promotion within each State and other matters to be dealt with at a State level. Such committees shall comprise representatives appointed by each regional committee within that State.

State Committees may request the Board to make a levy on all members within that State.

State Committees may request permission from the Board to collect a levy on auction sales within that State for promotion purposes.

- (b) Members shall be grouped into geographical regions which shall be administered by Regional Committees.

Additional Regions may be formed with the consent of the Board.

Personnel of such Regional Committees shall be elected at an Annual Meeting of which at least seven (7) days' notice shall have been given to members of such Regions.

- (c) Regional Committees shall implement the policy of the Association within their respective Regions and shall:
  1. Keep the Board informed and advised on local problems.
  2. Arrange and carry out flock inspections as set out in the Regulations.
  3. Organise and assist in the conduct of sales, as required.
  4. Be responsible for pre-show and pre-sale inspections where required or requested.

5. Recommend judges to show societies within the Region, except where judges are elected by ballot conducted by the Board
6. Assist and advise breeders in the Region in regard to all matters relating to the Association.
7. Promote and safeguard breed interests in the Region at all times.
8. May request the Board to make a levy on all members within that Region.
9. May request permission from the Board to collect a levy on auction sales within that Region for promotion purposes.

**20. Financial year:**

The financial year of the Association shall end on 30th June in each year.

**21. Funds:**

The funds of the Association shall be derived from subscriptions, levies and payment for such other services as the Board determines.

**22. Cheques:**

All cheques shall be signed by the Chief Executive and a Director in such manner as the Board shall from time to time determine.

**23. Subscriptions:**

The annual subscription shall be decided by the Board and shall be due and payable by 30th April each year. Of this annual subscription such amount as is decided from time to time by the Board shall be allocated to Regional Committees and State Committees in respect to each member within their areas.

**24. Unfinancial Members:**

Unfinancial members may be expelled after 31st May each year, and to gain re- entry must renew their application for registration in accordance with Regulation 3.

**25. Interpretation:**

The Statement of Purposes and Rules and Regulations of the Association shall be binding on all members. Any disputes or questions arising therefrom shall be decided by the Board, whose decisions shall be final.

**26. Alteration to the Rules and Statement of Purposes:**

- (1) The Association may alter its Rules and Statement of Purposes by special resolution at a General Meeting of the Association.
- (2) If a member wishes to propose a motion to alter the Statement of Purposes or Rules at a General Meeting, the date of which has already been advised to the members, the member must deliver the proposed motion to the Chief Executive at least 90 days prior to the date of that meeting. If the proposed motion is received after that date, the Chief Executive must include the motion on the agenda for the next General Meeting, unless a Special General Meeting is requisitioned to deal with the motion.
- (3) A special resolution to alter the Rules or the Statement of Purposes is not effective unless:
  - (a) notice of the proposed alteration has been posted by the Chief Executive to

each member at least 60 days prior to the Annual General Meeting or Special General Meeting at which the motion is to be considered;

- (b) the notice has attached to it arguments for and against the motion prepared respectively by the proposer of the motion and a Director who is against the motion (or if there is none) by a person appointed by the President for that purpose;
- (c) the vote is conducted by secret ballot and not by show of hands;
- (d) all the provisions of these Rules in relation to proxies have been observed;
- (e) at least three quarters of the votes cast are in favour of the motion;
- (f) application for approval of the alteration on the approved form is made to the Registrar of Incorporated Associations within 28 days after the passing of the special resolution; and
- (g) the alteration is approved by the Registrar.

### **27. Alteration of Regulations:**

The Board shall have the power from time to time to make, vary and repeal Regulations for the proper governance of the breed of Poll Dorset sheep.

### **28. Winding-up of Association:**

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall be given, or transferred to some other institutions or institution having purposes similar to the purposes of this Association and which shall prohibit the distribution of its or their income or property among its or their members, such institutions or institution to be determined by the members of the Association at or before the time of dissolution or in default thereof by a person appointed for that purpose by the Commonwealth Minister for Primary Industry.

### **29. Definition:**

In these Rules the masculine gender is used for the purposes of brevity and in all cases includes the feminine gender.

### **30. Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
  - (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
  - (a) a person chosen by agreement between the parties;
  - or

- 
- (b) in the absence of agreement -
- (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.