



DEXTER CATTLE AUSTRALIA INCORPORATED

Vic Reg No. A0017274H
ABN 28-867-865-417

(Formerly known as the Australasian Dexter Association Incorporated)

CONSTITUTION AND RULES

As amended 17/10/2015

TABLE OF CONTENTS

PART 1 - NAME, PURPOSES AND DEFINITIONS	3
1. Name	3
2. Purposes	3
3. Office	3
4. Definitions	3
PART 2: MEMBERSHIP RIGHTS, OBLIGATIONS AND REGISTER.....	5
5. Membership	5
6. Register of Members	5
7. Categories of Membership	5
8. General Rights of Members	6
9. Admission to Membership	6
10. Joining Fee and Annual Subscription	6
11. Levies	7
12. Unfinancial Members	7
13. Honorary Life Membership	7
14. Termination of Membership	7
15. Re-Admission to Membership	8
16. Grounds for taking disciplinary action	8
17. Disciplinary subcommittee	8
18. Notice to Member	8
19. Decision of subcommittee	8
20. Appeal rights	9
21. Conduct of disciplinary appeal meeting	9
PART 3: MANAGEMENT	10
22. Council	10
23. Council – Composition	10
24. Council Role and Powers	10
25. Delegation	10
26. Indemnity of Office Holders:	11
27. Council - Meeting	11
28. Tenure of Office	11
29. Qualifications	12
30. Returning Officer	12
31. Conduct of Elections	12
32. Scrutineers	12
33. System of Voting	13
34. Filling Casual Vacancies	13
35. Councillor Roles and Responsibility	13
36. Removal from Office	14
37. Secretary	15
PART 4: GENERAL MEETINGS	16
38. Annual General Meetings	16
39. Special General Meetings	16
40. Special General Meeting at request of Members	16
41. Notice of General Meetings	16
42. Proxies	17
43. Quorum at General Meetings	17
44. Adjournment of General Meeting	18
45. Voting at General Meeting	18
46. Special Resolutions	18
47. Determining a Resolution	18
48. Minutes of General Meeting	18

PART 5: MANAGEMENT OF FUNDS.....	20
49. Source of funds.....	20
50. Management of funds.....	20
51. Financial records.....	20
52. Financial statements.....	20
53. Auditor.....	20
PART 6: GENERAL.....	22
54. Common Seal.....	22
55. Custody and Inspection of Books.....	22
56. Affiliations.....	22
57. Dissolution.....	22
58. Herdbook Regulations.....	23
59. Promotion Groups.....	23
60. Alteration of Statement of Purposes and/or Rules.....	23
61. Use of the Association Logo.....	23
PART 7: DISPUTES AND MEDIATION.....	24
62. Application.....	24
63. Parties must attempt to resolve the dispute.....	24
64. Appointment of mediator.....	24
65. Mediation process.....	24
66. Failure to resolve dispute by mediation.....	24

PART 1 - NAME, PURPOSES AND DEFINITIONS

1. Name

The name of the incorporated association is “Dexter Cattle Australia Incorporated” (hereinafter referred to as “the Association”).

2. Purposes

The Purposes of the Association are:-

- (1) to maintain the purity and improve the breed of Dexter cattle;
- (2) to collect, verify and publish information relating to Dexter cattle;
- (3) to organise, arrange and/or conduct competitions and/or demonstrations of and relating to Dexter cattle; to offer prizes for Dexter cattle;
- (4) to select and /or nominate Judges and Inspectors;
- (5) to maintain and publish a Herd Book of Dexter cattle;
- (6) to promote generally the interests of DCAI Members;
- (7) to do all such things as may be incidental to or in any way conducive to the attainment of the above objects or any of them.

3. Office

Office: The Office of the Association shall be at such place as the Council from time to time determines.

4. Definitions

(1) In these Rules, unless the contrary intention appears:-

- a) **Absolute majority** of the Council means a majority of the Councillors currently holding office and entitled to vote at the time (as distinct from an Ordinary Majority of Council members present at a Council meeting);
- b) **Appointed office-holder** of the Association means a person appointed or delegated to any position, other than an elected Councillor which may include the Secretary;
- c) **Council** means the Council of the Association;
- d) **Councillor** means a member of the Council;
- e) **Council Executive** means Councillors elected to hold the position of President, Vice President, Treasurer, and Publicity Officer;
- f) **Family** means a Member’s spouse, de facto or same sex partner, parent, step-parent or parent-in-law, child or step-child, grandchild or sibling;
- g) **Financial year** means the year ending on June 30;
- h) **General meeting** means a general meeting of Members convened in accordance with Rules 39, 40, & 41 of these rules;
- i) **Member** means a member of the Association (DCAI);
- j) **Member entitled to vote** means a Member who under rule 8(2) is entitled to vote at a general meeting;
- k) **Ordinary Majority** means more than 50% of the voting Members;
- l) **Ordinary Member of the Council** means a member of Council who does not hold and executive position
- m) **Promotion Group** means Dexter Cattle Promotion Group (DCAI) operating under the auspices of the Association and subject to these Rules and Promotion Group By-Laws as set by the Council from time to time;
- n) **Special Resolution** means a resolution that requires not less than three-quarters of those members voting at a general meeting, whether in person or by proxy to vote in favour of the resolution in

order for the motion to be carried;

- o) **the Act** means the Associations Incorporation Reform Act 2012 as amended and includes any regulations made under that Act.
 - p) **the Registrar** means the Registrar of Incorporated Associations;
 - q) **the Regulations** means the DCAI Herdbook Regulations described in rule 58 of these Rules.
- (1) In these Rules, a reference to the Secretary of the Association is a reference to the office holder appointed by Council as the Secretary of the Association under these Rules.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 as amended and the Act as in force from time to time.

PART 2: MEMBERSHIP RIGHTS, OBLIGATIONS AND REGISTER

5. Membership

- (1) The Membership of the Association shall consist of such natural persons, corporations, syndicates and partnerships as may from time to time be admitted to Membership and, subject to these Rules, remain members of the Association.
- (2) A natural person, corporation, syndicate or partnership who or which is not a Member of the Association at the time of the incorporation of the Association (or who or which was such a Member at that time but has ceased to be a member) shall not be admitted to the Membership unless admission has been approved by the Council.
- (3) Each corporation, syndicate or partnership which is a Member shall be entitled to appoint from time to time a natural person to be and to act as its representative provided that any such appointment shall be notified in writing to the Secretary. The person so appointed shall, for the duration of such appointment, be and be deemed to be entitled to exercise all the powers, rights, privileges and obligations of a Member for the purposes of these Rules.

6. Register of Members

- (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and such other particulars as the Council may from time to time require and the register shall be available for inspection by members at the address of the Secretary.
- (2) The Secretary, subject to Rule 55 of these Rules, upon the termination of the Membership of a Member for any reason, the Secretary shall make in the Register of Members an entry recording the date on which the Member ceased to be a member.
- (3) Information about a person who is no longer a member of the Association, other than the name of the person and the date on which the person ceased to be a Member of the Association, must be removed from the Register of Members within 14 days after the person ceases to be a Member of the Association. Information obtained from the register of members must not be used for any other purpose other than for management or those purposes noted in these Rules.

Note: subject to the provisions of the Act, access to the personal information about a person's recorded in the Register of Members may be restricted in certain circumstances. The Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

7. Categories of Membership

(1) Full Membership

Full Membership shall be open to any natural person, corporation, syndicate or partnership interested in the breed of Dexter cattle. Subject to rule 5(3), they shall have the right to vote at any meeting or in any ballot, the right to nominate for or hold office and the right to register stock and the right to exhibit registered stock.

(2) Foundation Membership

The first fifty (50) Full Members of the Association shall be deemed to be Foundation Members and the herd prefix of any Foundation Member may be registered as a 'Foundation Stud'. The Foundation Membership of a Member shall be signified in the Register of Members and the Herd Book by placing the initials F.M. after the name of such Member.

(3) Associate Membership

Any natural person, corporation, syndicate or partnership interested in the breed of Dexter cattle may be admitted as an Associate Member of the Association and shall be entitled to all the rights and privileges of Full Membership other than the right to vote at any meeting or in any ballot, the right to nominate for or hold office, the right to register stock and the right to exhibit registered stock.

(4) Junior Membership

Junior Membership shall be available to any person up to the age of 18 years, under such terms and conditions as Council may determine from time to time, provided that no Junior Member shall have the right to vote at any meeting or in any ballot, or the right to nominate for or hold office. A Junior Member shall have the right to own a limited number of registered cattle as determined by Council from time to time, the right to register stock, and the right exhibit registered stock.

8. General Rights of Members

- (1) A Member of the Association who is entitled to vote has the right -
 - a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - b) to submit items of business for consideration at a General Meeting; and
 - c) to attend and be heard at General Meetings; and
 - d) to vote at a General Meeting; and
 - e) to have access to the minutes of General Meetings and other documents of the Association as provided under rules 6(1) and 55 of these Rules; and to inspect the Register of Members.
- (2) A Member is entitled to vote if -
 - a) the Member is a Financial Member other than an Associate Member or Junior Member; and
 - b) more than 10 business days have passed since he or she became a Member of the Association; and
 - c) the Member's membership rights are not suspended for any reason.

9. Admission to Membership

- (1) An applicant for Membership of the Association shall forward or cause to be forwarded to the Secretary a signed Application for Membership on a form approved by the Council.
- (2) As soon as is practicable after the receipt of such an Application, the Secretary shall refer the application to the Council.
- (3) Upon an application being referred to the Council, the Council shall determine whether to approve or to reject the nomination.
- (4) Upon an application being approved or rejected by a resolution of the Council, the resolution must be recorded in the minutes of the Council meeting, teleconference or E-conference.
- (5) If the application is approved the Secretary shall, with as little delay as possible, notify the applicant in writing of approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable in accordance with these rules the prescribed joining fee and annual membership subscription or pro-rata there of where applicable.
- (6) The Secretary shall, upon payment of the amount referred to in clause (5) of this rule within the period referred to in that clause, enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant shall become and be deemed to be a Member of the Association.
- (7) Should an application for membership be rejected the Secretary will with as little delay as possible notify the applicant in writing and if applicable return all monies paid at the time of application.
- (8) A right, privilege, or obligation of a person by reason of his/her membership of the Association:-
 - a) is not capable of being transferred or transmitted to another person, corporation or partnership unless that person is a family member; and
 - b) terminates upon cessation of Membership whether by death or resignation or otherwise.

10. Joining Fee and Annual Subscription

- (1) The joining fee and annual subscription payable by Members shall be such amount or amounts as may from time to time be determined by the Council, provided that any such determination

by the Council shall only take effect from the first day of July next following the date of such determination.

- (2) Subscriptions shall be due on the first day of July in each year.
- (3) The Council may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to -
 - r) the full annual subscription; or
 - s) a pro rata annual subscription based on the remaining part of the financial year; or
 - t) a fixed amount determined from time to time by the Council. 11. Levies

11. Levies

A Special General Meeting may from time to time strike a levy or levies on all Members of the Association of an amount, or amounts, which shall not exceed in the aggregate \$50.00 per Member per annum.

12. Unfinancial Members

A Member owing any monies other than membership subscriptions for a period of three months after such becomes due shall be deemed to be unfinancial; and unless otherwise provided for by a decision of the Council.

Members who have not renewed their membership subscription before the first of September will be deemed to be unfinancial provided due notice in writing has been provided to the Member.

- (1) An unfinancial Member shall not be entitled:-
 - a) to any of the rights or privileges of Membership; or
 - b) to hold office in or to nominate any person for election to any office in or to vote or otherwise participate in any ballot or election in the Association; or
 - c) to vote or speak at any meeting of the Association; or
 - d) to receive any notification of any meeting of the Association.
- (2) An un-financial member shall remain liable to pay and shall pay all monies accruing or becoming payable by members of the Association during the period in which the member is un-financial.
- (3) An un-financial member shall regain status as a financial member upon payment of and as-from the date of receipt of payment of all monies owing by the member.

13. Honorary Life Membership

- (1) A General Meeting of Members of the Association, as a mark of appreciation for meritorious service rendered to the Association, may, on the recommendation of Council, confer Honorary Life Membership on any natural person who is a Member.
- (2) An Honorary Life Member shall not be liable for payment of any annual membership fees and shall be entitled to all the benefits and privileges of a financial Full Member of the Associatio

14. Termination of Membership

- (1) Any Member may resign from membership of the Association by notice in writing addressed and delivered to the Secretary provided that such notice is given not less than one month before the resignation is to take effect. All monies owing at the time of resignation will remain due and payable.
- (2) Unless otherwise provided for by a decision of Council, any Member not having renewed their membership by the first of January will be deemed to have resigned and will cease to be a Member of the Association.
- (3) If any Member owing any monies other than membership subscription fees for a period of six months after such first becomes due shall automatically be deemed to have resigned .
- (4) A Member may be expelled from the Association in accordance with rule 19 of these rules.

15. Re-Admission to Membership

- (1) The re-admission to Membership of any person, corporation or partnership who or which has resigned from or been expelled from the Association shall be conditional on the payment of any monies owing by such person, corporation or partnership to the Association in respect of any earlier membership.
- (2) An application for membership from a person who has previously been expelled or resigned from the Association is subject to all the provisions of rule 9 of these rules.

16. Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the member—

- a) has failed to comply with these Rules; or
- b) refuses to support the purposes of the Association; or
- c) has engaged in conduct prejudicial to the Association.

17. Disciplinary subcommittee

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

18. Notice to Member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the Member—
 - a) stating that the Association proposes to take disciplinary action against the Member; and
 - b) stating the grounds for the proposed disciplinary action; and
 - c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - d) advising the Member that he or she may do one or both of the following -
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (iii) setting out the Member's appeal rights under rule 20.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

19. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must -
 - a) give the Member an opportunity to be heard; and
 - b) consider any written statement submitted by the Member.
- (2) After complying with subrule (1), the disciplinary subcommittee may -
 - a) take no further action against the Member; or subject to subrule (3) -
 - b) reprimand the Member; or
 - c) suspend the membership rights of the Member for a specified period; or
 - d) expel the Member from the Association.
- (3) The disciplinary subcommittee may not fine the Member.

- (4) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

20. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 19 (2)-d) may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- a) to the disciplinary subcommittee immediately after the vote to suspend or expel the Member is taken; or
 - b) to the Secretary not later than 48 hours after the vote.
- (3) If a Member has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must—
- a) specify the date, time and place of the meeting; and state—
 - b) the name of the person against whom the disciplinary action has been taken; and
 - c) the grounds for taking that action; and
 - d) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

21. Conduct of disciplinary appeal meeting

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

PART 3: MANAGEMENT

22. Council

The Association and the property and affairs thereof shall be under the control and management of the Council.

23. Council – Composition

- (1) The Council shall consist of the following officers:
 - a) President (Executive)
 - b) Vice-President (Executive)
 - c) Treasurer (Executive)
 - d) Publicity Officer (Executive)
 - e) and Four (4) Ordinary Members of Council. (Office Holders)
- (2) Each Councillor is elected for a term of two years
- (3) The Council Executive shall hold office for a term of one year or until a successor thereto has been elected and taken office;
- (4) At the first meeting of Council scheduled to follow reporting of the election, the Members of Council shall elect the Council Executive from within their number. The voting shall be by simple count ('first past the post'). Councillors present shall appoint a Chair to preside over the election of President. The Chair shall not vote on these appointments, unless the Chair is a new or continuing Councillor due to his/her election/re-election or is continuing in the second year of their term. In the event of a tied vote, lots shall be drawn to determine the appointment. This process also applies in the event of an Executive member of Council resigning during their term and being replaced as in Rule 34;
- (5) The Council Executive shall be appointed in the sequence listed in this rule through nomination and by secret vote;
- (6) Each Executive member shall assume his/her position immediately upon their appointment. The new President shall assume the Chair immediately upon appointment;
- (7) In the event that the Secretary of the Association appointed pursuant to these Rules is not a member of Council of the Association he/she shall be entitled to attend any meeting of the Council and to speak but not to vote thereat; and
- (8) No Councillor may serve as President for a continuous period of more than thirty-six (36) months. Continuity of service is not deemed to have been broken by periods of absence due to any reason. A retiring President affected by this provision, shall be ineligible to renominate for the Presidency within eighteen (18) months of such retirement.

24. Council Role and Powers

- (1) The business of the Association must be managed by or under the direction of the Council.
- (2) The Council, subject to these Rules, may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the Members of the Association.
- (3) The Council may -
 - a) appoint and remove staff;
 - b) establish subcommittees consisting of Members or others with terms of reference it considers appropriate.
 - c) set membership joining and annual subscription fees and other charges as it considers appropriate

25. Delegation

- (1) The Council may delegate to a member of the Council, a subcommittee or staff, any of its powers and functions other than -

- a) this power of delegation; or
 - b) a duty imposed on the Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Council considers appropriate.
 - (3) The Council may, in writing, revoke a delegation wholly or in part.

26. Indemnity of Office Holders:

- (1) The Council must indemnify each of all Office Holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office-holder as defined in the definitions in these rules and the Act.
- (2) The Council must ensure that appropriate insurance be arranged to indemnify all Office Holders as defined in the Act and all persons appointed or delegated to act on behalf of the Association against any liability incurred in good faith by the person in the course of performing their allotted duties.

27. Council - Meeting

- (1) The Council shall meet at such times as it may determine provided that the President or the Secretary may at any time call a meeting of the Council and shall call such a meeting if requested to do so by not less than one-third of the members of such Council.
- (2) A quorum at any meeting of the Council shall be five (5) members of that Council present in person or by proxy.

Where the President and one other member of the Council are of the opinion that a matter be submitted to the Council for decision by ballot of the members of that Council, such a matter may be forwarded by such forms of communication as Council from time to time determines acceptable; to each of the members of that Council in such form as is determined by the President. The members of the Council shall record their vote on the matter so submitted by such forms of communication as Council from time to time determines acceptable addressed to the Secretary and the decision of an absolute majority shall be binding as if such decision were obtained by vote at a regularly constituted meeting of the Council. If any vote being recorded is lodged by means other than post, email or facsimile-then such vote shall be confirmed by letter signed by the member/s concerned.

- (3) Where the President is of the opinion that a matter be submitted to the Council for decision by a meeting of members of such Council conducted by such telephonic or electronic means as may from time to time be available, the Secretary shall as soon as practicable arrange such a meeting. All Councillors shall participate in such a meeting and the decision of an absolute majority shall be binding as if such decisions were obtained at a regularly constituted meeting of that Council. If:-
 - u) in the course of a ballot pursuant to Rule 27(3), a majority of the members of the Council notify the Secretary; or
 - v) in the course of a meeting conducted pursuant to Rule 27(4), a majority of the Councilors resolve that the matter as submitted to them is of such importance as to require a special meeting of the Council, then such special meeting of that Council shall be convened forthwith by the Secretary to meet at such time and place as the President shall determine.
- (4) If a special meeting of the Council is held for the purposes of the immediately preceding clause, such other matters as the President or the members present at such meeting shall determine may be submitted to such meeting.

28. Tenure of Office

The Councillors who were elected prior to the last election of Councillors shall vacate their position and those positions shall be subject to election by secret postal ballot of all financial Full Members of Association and shall take office from the completion of the Annual General Meeting of the Association in the year of their election and shall hold office for a period of two (2) years or until a successor thereto has been elected and taken office.

29. Qualifications

- (1) A nominee for any position in the Association shall be a financial Full Member of the Association as at the date of nomination.
- (2) To avoid real or perceived conflicts of interest or breaches to the provisions of the Act pertaining to the Duties of Office Holders a person who has membership in any other breed Association and or societies dedicated to the same breed or an organisation whose purposes are not commensurate with or supportive of the purposes of this Association are not eligible to nominate for DCAI Council or any form of sub-committee or Group committee operating under the auspices of DCAI.

30. Returning Officer

- (1) At its first meeting after the Annual General Meeting and at any time of its choosing thereafter, the Council shall appoint a Returning Officer for the conduct of any elections or ballots as may be necessary throughout the ensuing period of three years provided that a duly appointed Returning Officer shall hold office until a successor thereto is duly appointed.
- (2) In the event of a duly appointed Returning Officer being unable or unwilling to act as and when required whether during the conduct of any election or ballot or not, the Council shall appoint another person to act as Returning Officer for that election or ballot.

31. Conduct of Elections

- (1) Not later than the first day of July in the year of an election, the Returning Officer shall call for nominations by notice inserted in the appropriate official publication of the Association and/or by circular to all financial Full Members of the Association and/or by advertisement in a daily newspaper or newspapers circulating throughout any State or Territory in which the Association has members.
- (2) Nominations shall be in writing, signed by the nominee and shall be delivered to the Returning Officer at the office of the Association not later than the first day of August in the year of the election.
- (3) The Returning Officer shall check all nominations received for compliance with the requirements of these Rules and shall reject any that do not so comply.
- (4) If there be no more nominations than there are vacancies for a position, he/she shall declare the nominated person or persons elected to the position.
- (5) If more nominations are received than there are vacancies for a position, he/she shall have ballot papers prepared containing the names of the candidates for each position, the manner in which votes shall be recorded and the date and the time of closing of the ballot, such date being not later than the 15th day of September in the year of the election.
- (6) He/she shall be responsible for the safe custody of the ballot papers.
- (7) He/she shall initial every ballot paper prior to its distribution.
- (8) He/she shall forward by pre-paid post a ballot paper and a pre-paid or business reply-paid envelope addressed to the Returning Officer for the return of the vote to each member entitled to receive a ballot paper.
- (9) He/she shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him/her.
- (10) Upon the closing of the ballot, he/she shall collect the ballot papers so returned and shall in the presence of the scrutineers (if so requested) count all the votes cast and, subject to subrule (11) of this rule, declare the result of the ballot.
- (11) In the event of a tie occurring, the result shall be determined by the Returning Officer drawing lots, provided that if one of the tied candidates is a retiring Councillor subject of the ballot then he/she shall be declared elected.
- (12) The Returning Officer shall report the result of the election to the Annual General Meeting of the Association and shall submit to that meeting a full report of the ballot.

32. Scrutineers

- (1) Any candidate may if he/she so desires appoint a scrutineer who is a financial Full Member of the Association to represent him/her at the ballot. The candidate appointing the scrutineer shall,

before the closing of nominations, notify the Returning Officer in writing of the name of such scrutineer, who:-

- a) shall be entitled to be present throughout the ballot and may query the inclusion or exclusion of any vote in the count, but the Returning Officer shall have final determination of any votes so queried;
- b) shall not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election; and
- c) shall not interfere with or attempt to influence any Member at the time such member is casting a vote.

33. System of Voting

- (1) Subject to subrule (2) of this rule:-
 - a) the system of voting in any election conducted pursuant to the provisions of this rule shall be the first-past-the-post system; and
 - b) a voter shall record his/her vote or votes (as the case may be) by placing a single 'X' opposite the name or names of all candidates for whom he/she desires to record a vote provided that he/she shall not record a vote for more candidates than are required to fill any particular position or office.
- (2) A ballot paper shall be rejected if it is not marked in a manner prescribed or allowed by this Rule; but except as otherwise provided by these Rules a ballot paper shall not be rejected for any reason other than the reason set out in this Rule but effect shall be given according to the voter's intention so far as his/her intention is clear.

34. Filling Casual Vacancies

- (1) The Council may appoint an eligible member of the Association to fill a position on the Council that-
 - a) has become vacant under rule 36; or
 - b) was not filled by election resulting from a ballot of the members or election under rule 31 (4)
- (2) If the position of Secretary becomes vacant, the Council shall fill the vacancy within 14 days after the vacancy arises.
- (3) The Council may continue to act despite any vacancy in its membership provided there are not less than 6 Councillors.

35. Councillor Roles and Responsibility

(1) President

The President shall preside at all meetings of the Council and the Association and shall sign all documents requiring his/her signature.

(2) Vice President

The Vice President shall assist the President in the execution of his/her duties and, in the absence of the President from any meeting, the Vice President shall preside thereat.

(3) Treasurer

- a) The Treasurer shall liaise with the Secretary:-
 - (i) to ensure that all moneys received are paid into the account of the Association within the specified time after receipt and that receipts are issued for those monies in the name of the Association; and
 - (ii) to ensure that the financial records of the Association are kept in accordance with the Act; and
 - (iii) to coordinate the preparation of reports as required to any meeting upon the financial status of the Association; and
 - (iv) to coordinate the preparation of the financial statements of the Association and their certification by the Council prior to their submission to the Annual General Meeting of the Association.

- b) Receive and review financial system reports.
- c) Prepare budgets for consideration by Council.
- d) make recommendation to Council regarding-
 - (i) the setting of fees and charges; and
 - (ii) revenue and expenditure; and
 - (iii) periodical financial status reports and forecasts.
- e) Convene any finance subcommittee of Council.

(4) The Publicity Officer

- (1) The publicity Officer shall Coordinate the Association's publicity and promotion including:-
 - a) Identify media opportunities and report to Council; and
 - b) Make recommendations regarding appropriate promotional activities; and
 - c) Liaise with the Treasurer and Council regarding budgetary predictions and requirements for promotion and publicity; and
 - d) Co-ordinate advertising, news articles and information articles for publication in print, and electronic platforms.
 - e) Convene any Council publicity related subcommittee as required.
 - f) Provide reports to Council as required.

36. Removal from Office

- (1) A Councillor shall cease to hold such office immediately if:-
 - a) he/she ceases to be a financial full Member of the Association, or
 - b) he/she becomes an insolvent under administration within the meaning of the Companies (Victoria) Code, or
 - c) he/she resigns from office by notice in writing given to the President or the Secretary, or
 - d) he/she is removed from such office by resolution of a Special General Meeting of the Members of the Association provided that such person shall be given not less than fourteen days notice in writing of the intention to move such a resolution and shall be entitled to attend such meeting and to be heard, or
 - e) he/she is absent without apology or without leave of absence of the Council from all meetings of the Council held during a period of six months, or
 - f) he/she is convicted of an offence under the Crimes Act, but Council at its discretion may waive this particular requirement in its consideration of the type of offence concerned.; or
 - g) subject to any other provisions of the Act or these Rules.
- (2) The Council may grant a Councillor leave of absence from Council meetings for a period not exceeding 3 months.

37. Secretary

- (1) The Council will from time to time as it deems necessary appoint and may remove any person as the Secretary of the Association. The person so appointed need not be a Member of the Association, and shall be deemed as an office holder for the purposes Section 87 of the Act.
- (2) The Secretary shall-
 - a) keep or cause to be kept minutes of each meeting of the Council and the Association;
 - b) conduct the correspondence of the Association;
 - c) notify relevant Members of any meeting; and
 - d) perform such other duties as may be directed from time to time by the Council.
- (3) The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

Example: Under the Act, the Secretary of an incorporated association is responsible for lodging documents of the Association with the Registrar.
- (4) The Secretary must-
 - a) maintain the Register of Members in accordance with Rule 6; and
 - b) keep custody of the Common Seal of the Association and, except for the financial records referred to in rule 51(3), all books, documents and securities of the Association in accordance with rules 55 and 56; and
 - c) subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of general meetings and other books and documents; and
 - d) perform any other duty or function imposed on the Secretary by these Rules, or other duties determined from time to time by Council.
- (5) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

PART 4: GENERAL MEETINGS

38. Annual General Meetings

- (1) The Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) The Council may determine the date, time and place of the Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting is as follows—
 - a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then; *and*
 - b) to receive and consider the Annual Report of the Council on the activities of the Association during the preceding financial year; *and*
 - c) to receive and consider the Financial Statements of the Association for the preceding financial year submitted by the Council in accordance with Part 7 of the Act;
- (4) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

39. Special General Meetings

- (1) Any general meeting of the Association, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting.
- (2) The Council may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 42 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 41 and the majority of Members at the meeting agree.

40. Special General Meeting at request of Members

- (1) The Council must convene a Special General Meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Members.
- (2) A request for a Special General Meeting must—
 - a) be in writing; and
 - b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - c) include the names and signatures of the members requesting the meeting; and
 - d) be given to the Secretary.
- (3) If the Council does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by members under subrule (3)-
 - a) must be held within 3 months after the date on which the original request was made; and
 - b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under subrule (3).

41. Notice of General Meetings

- (1) The Secretary (or, in the case of a Special General Meeting convened under subrule 40(3), the Members convening the meeting) must give to each Member of the Association—
 - a) at least 28 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
 - b) at least 28 days' notice of a General Meeting in any other case.
- (2) The notice must—

- a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
- (3) if a special resolution is to be proposed—
- a) state in full the proposed resolution; and
 - b) state the intention to propose the resolution as a special resolution; and
 - c) comply with rule 42(5).
- (4) This rule does not apply to a disciplinary appeal meeting.

Note: Rule 20(4) sets out the requirements for notice of a disciplinary appeal meeting.

42. Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Council has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a member under rule 46 must—
 - a) state that the Member may appoint another Member as a proxy for the meeting; and
 - b) include a copy of any form that the Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Secretary not less than 24 hours before the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

43. Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
 - w) The quorum for a General Meeting is five financial full members who are entitled to vote being physically present. (subject to sub-rule 43-b)
 - x) The quorum for a General Meeting at which special resolutions are proposed is the presence (physically or by proxy) of 10% of the Members entitled to vote with at least five financial Full Members physically present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting -
 - a) in the case of a meeting convened by, or at the request of Members under rule 40 the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, Members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under rule 40.

- b) In any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (3) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (2)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

44. Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 41.

45. Voting at General Meeting

- (1) On any question arising at a General Meeting -
 - a) subject to subrule (3), each Member who is entitled to vote has one vote; and
 - b) Members may vote personally or by proxy; and
 - c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a misconduct appeal meeting conducted under rule 21.

46. Special Resolutions

- (1) A special resolution is passed if not less than three quarters of the Members (an absolute Majority) voting at a General Meeting (whether in person, or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required -

- a) to remove a Council member from office;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

47. Determining a Resolution

- (1) Subject to subrule (2), the Chairperson of a General Meeting may, on the basis of a show of hands declare that a resolution has been -
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost -
 - e) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question-
 - a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b) the Chairperson must declare the result of the resolution on the basis of the poll.

48. Minutes of General Meeting

- (1) The Council must ensure that minutes are taken and kept of each General Meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include—
 - a) the names of the Members attending the meeting; and
 - b) proxy forms given to the Chairperson of the meeting under rule 42(6); and
 - c) the financial statements submitted to the Members in accordance with rule 38 (3) d); and
 - d) the certificate signed by two Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5: MANAGEMENT OF FUNDS

49. Source of funds

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

50. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the Association, the Council may approve expenditure on behalf of the Association.
- (3) The Council may authorise the Secretary to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Office Holders authorised by Council.
- (5) All funds of the Association must be deposited into the financial account of the Association within a period designated by the Council.

51. Financial records

- (1) The Association must keep financial records that—
 - a) correctly record and explain its transactions, financial position and performance; and
 - b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.
- (3) The Secretary must keep in his or her custody, or under his or her control—
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Council.
- (4) The Secretary must make the financial records of the Association available to the Treasurer on regular basis.

52. Financial statements

- (1) For each financial year, the Council must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - a) the preparation of the financial statements;
 - b) if required, the review or auditing of the financial statements;
 - c) the certification of the financial statements by the Council;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the circulation of financial statements to all members not later than 14 days before an Annual General Meeting;
 - f) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

53. Auditor

- (1) A suitably qualified person shall be appointed annually by the Council to inspect and review the account records of the Association for that financial year.
- (2) That person may be appointed in an honorary or paid capacity.

- (3) That person shall provide a written report of the annual financial review to the Association in accordance with the requirements of the Act as it applies at that time; and
- (4) Shall have power to place before the Council any suggestion concerning the financial affairs of the Association.

PART 6: GENERAL

54. Common Seal

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of any one Office-holder of the Association and the Secretary.

55. Custody and Inspection of Books

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.
- (2) Subject to subrule (3) the Register of Members, the minutes of General Meetings, Council Meetings and the Rules of this Association shall be made available for inspection by any financial Member of the Association:-
 - a) upon such a Member giving the Secretary reasonable notice of his/her desire to inspect the same; and
 - b) the Council having granted permission.
- (3) Council may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) Subject to subrule (2) a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such record.
 - a) For the purposes of this rule-relevant documents means the records and other documents however compiled recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - (i) Register of members;
 - (ii) Financial statements;
 - (iii) Financial records;
 - (iv) Records and documents relating to transactions, dealings, business or property of the Association.
 - (v) Minutes of General Meetings
 - (vi) Minutes of Council Meetings

56. Affiliations

The Council may affiliate the Association with such other organisations as may be appropriate to the welfare of the Association.

57. Dissolution

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the Cancellation of the Incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- (3) Subject to the Act or court order made under section 33 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

58. Herdbook Regulations

- (1) The Council may from time to time make such Regulations as it deems fit for and in respect of any one or more of the following:-
 - a) the compilation and publication of the Dexter Cattle Australia Incorporated Herd Book;
 - b) the registration of stock;
 - c) the sale and purchase of registered stock;
 - d) the conduct of competitions, exhibitions and/or demonstrations.
- (2) The DCAI Herdbook Regulations set out in Schedule A to these Rules shall be the Regulations in force as at the date shown therein and shall remain in force until amended, rescinded or otherwise altered in accordance with these Rules.
- (3) Any alteration by Council to the Regulations set out in Schedule A shall be forthwith notified in writing to each member of the Association.
- (4) Notwithstanding the power of Council to make and or amend Regulations as detailed in 58(1), any new Regulation or amendment to an existing Regulation governing the standard of the Breed and the requirement for DNA parent verification as it affects the eligibility of an animal for registration in the Herd Book shall be subject to the prior approval of an ordinary majority of the Members of the DCAI present in person or by proxy at an Annual General or Special General Meeting, or in a postal ballot of members.

59. Promotion Groups

- (1) Full financial Members of the Association may, with the permission of the Council, form a Promotion Group.
- (2) A Promotion Group shall be primarily responsible for the promotion of Dexter cattle and the furtherance of the Purposes of the Association in the area in which the Promotion Group operates.
- (3) The conduct and administration of the affairs of a Promotion Group shall be governed by such By-Laws as may from time to time be approved by the Council in relation to Promotion Groups generally and/or that Promotion Group in particular.
- (4) All Promotion Group Committees or State Coordinating Committees are responsible to comply with these Rules and the provisions of the Act together with all DCAI Promotion Group By-Laws and Schedules.

60. Alteration of Statement of Purposes and/or Rules

- (1) Subject always to rule 58(4) these Rules may only be altered by special resolution of a General Meeting of the Association.
- (2) An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

61. Use of the Association Logo

No member of the Association shall use the logo or any other emblem of the Association in a manner which has not previously been approved by the Council.

PART 7: DISPUTES AND MEDIATION

62. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
 - a) a Member and another Member;
 - b) a Member and the Council;
 - c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

63. Parties must attempt to resolve the dispute

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

64. Appointment of mediator

- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 64 the parties must within 10 days—
 - y) notify the Council of the dispute; and
 - z) agree to or request the appointment of a mediator; and
 - aa) attempt in good faith to settle the dispute by mediation.
- (4) The mediator must be—
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement—
 - (i) if the dispute is between a Member and another Member—a person appointed by the Council; or
 - (ii) if the dispute is between a Member and the Council or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (5) A mediator appointed by the Council may be a Member or former Member of the Association but in any case must not be a person who—
 - a) has a personal interest in the dispute; or
 - b) is biased in favour of or against any party.

65. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - a) give each party every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

66. Failure to resolve dispute by mediation

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

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