



DEXTER CATTLE AUSTRALIA INCORPORATED

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

“formerly the Australasian Dexter Association Incorporated”

CONSTITUTION AND RULES

With effect from September 2012

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PART A - NAME, OBJECTS AND MEMBERSHIP

1. Name:

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

2. Objects:

The objects of the Association are:-

- (a) to maintain the purity and improve the breed of Dexter cattle;
- (b) to collect, verify and publish information relating to Dexter cattle;
- (c) to organise, arrange and/or conduct competitions and/or demonstrations of and relating to Dexter cattle;
- (d) to offer prizes for Dexter cattle;
- (e) to select Judges and Inspectors;
- (f) to publish a Herd Book of Sires and Dams of Dexter cattle;
- (g) to promote generally the interests of breeders of Dexter cattle;
- (h) 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. Definitions:

- (a) In these Rules, unless the contrary intention appears:-
 - '**Council**' means the Council of the Association;
 - '**Family**' means member's spouse, de facto or same sex partner, parent, step-parent or parent-in-law, child or step-child, grandchild or sibling;
 - '**Financial year**' means the year ending on 30 June;
 - '**General Meeting**' means a general meeting of members convened in accordance with Rule 24;
 - '**Member**' means a member of the Association;
 - '**Office-holder**' means those elected Councillors appointed by Council to hold the positions of President, Vice-President, Treasurer, and Publicity Officer;
 - '**Ordinary Member of the Council**' means a member of the Council who is not an Office Holder of the Association under Rule 17;
 - '**The Act**' means the Associations Incorporation Act 1981 as amended;
 - '**The Regulations**' means the Regulations described in Rule 31.
- (b) In these Rules, a reference to the Secretary of the Association is a reference:-
 - (i) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (ii) in any other case, to the Public Officer of the Association.
- (c) Word or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation of Legislation Act 1984 and the Act as in force from time to time.

4. Office:

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

5. Membership:

- (a) 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.
- (b) 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 membership unless admission has been approved by the Council.
- (c) 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. Categories of Membership:

(a) Full Membership

Full membership shall be open to any person who is involved in or is seeking to be involved in the breeding of Dexter cattle. 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.

(b) 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.

(c) 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 and the right to register stock.

(d) Junior Membership

Junior Membership shall be available, 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, the right to nominate for or hold office. A junior shall have the right to register stock.

7. Admission to Membership:

- (a) 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.
- (b) As soon as is practicable after the receipt of such an application, the Secretary shall refer the application to the Council.
- (c) Upon an application being referred to the Council, the Council shall determine whether to approve or to reject the nomination.
- (d) Upon an application being approved by the Council, 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 as the first year's annual subscription.

- (e) The Secretary shall, upon payment of the amount referred to in Clause (d) 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.
- (f) A right, privilege, or obligation of a person by reason of his/her membership of the Association:-
 - (i) is not capable of being transferred or transmitted to another person, corporation or partnership unless that person is a family member; and
 - (ii) terminates upon cessation of membership whether by death or resignation or otherwise.

8. Annual Subscription:

- (a) The 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.
- (b) Subscriptions shall be due on the first day of July in each year.

9. 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.

10. Unfinancial Members:

- (a) A member owing subscriptions, fines or levies for a period of three months after such becomes due shall be deemed to be unfinancial.
- (b) An unfinancial member shall not be entitled:-
 - (i) to any of the rights or privileges of membership; or
 - (ii) 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
 - (iii) to vote or speak at any meeting of the Association; or
 - (iv) to receive any notification of any meeting of the Association.
- (c) An unfinancial member shall remain liable to pay and shall pay all subscriptions, fines and levies accruing or becoming payable by members of the Association during the period in which the member is unfinancial.
- (d) An unfinancial member shall regain status as a financial member upon payment of and as from the date of payment of all subscriptions, fines and levies owing by the member.

11. Honorary Life Membership:

- (a) A general meeting of members of the Association, as a mark of appreciation for specially meritorious service rendered to the Association, may, on the recommendation of Council, confer Honorary Life Membership on any natural person who is a member.
- (b) An Honorary Life Member shall not be liable for payment of any subscriptions or levies and shall be entitled to all the benefits and privileges of financial full membership of the Association.

12. Termination of Membership:

- (a) 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 and all monies due and payable to the Association are paid to the date on which the resignation is to take effect.

- (b) Any member owing subscriptions, fines or levies for a period of six months after such first becomes due shall automatically cease to be a member of the Association.

13. Re-Admission to Membership:

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.

14. Misconduct of Members:

- (a) Subject to these Rules, the Council may by resolution:
 - (i) expel a member from the Association; or
 - (ii) suspend a member from membership of the Association for a specified period; or
 - (iii) fine a member in accordance with the Act or any regulations made under the Act if the Council is of the opinion that the member
 - a has refused or neglected to comply with these Rules; or
 - b has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (b) A resolution of the Council under clause (a) of this Rule:-
 - (i) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under clause (c) of this Rule confirms the resolution in accordance with this Rule; and
 - (ii) where the member exercises a right of appeal to a Special General Meeting of the Association under this Rule does not take effect unless such meeting confirms the resolution in accordance with this Rule.
- (c) Where the Council passes a resolution under clause (a) of this Rule the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
 - (i) setting out the resolution of the Council and the grounds on which it is based;
 - (ii) stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (iii) stating the date, place and time of that meeting;
 - (iv) informing the member that he/she may do one or more of the following:
 - a attend that meeting;
 - b give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and
 - c not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he/she wishes to appeal to a Special General Meeting of the Association against the resolution.
- (d) At a meeting of the Council held in accordance with clause (b) of this Rule, the Council:-
 - (i) shall give to the member an opportunity to be heard;
 - (ii) shall give due consideration to any written statement submitted by the member; and
 - (iii) shall by resolution determined whether to confirm or to revoke the resolution.
- (e) Where the Secretary receives a notice under clause (c) of this Rule, he/she shall notify the Council and the Council shall convene a Special General Meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

- (f) At a Special General Meeting of the Association convened under clause (e) of this Rule:-
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (iii) the member shall be given an opportunity to be heard; and
 - (iv) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) If at the Special General Meeting:-
 - (i) two-thirds of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (ii) in any other case, the resolution is revoked.

15. Register of Members:

- (a) 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 Public Officer.
- (b) 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.

PART B - MANAGEMENT

16. Council:

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

17. Council - Composition:

- (a) The Council shall consist of the following officers:
 President (Office-holder);
 Vice-President (Office-holder);
 Treasurer (Office-holder);
 Publicity Officer (Office-holder); and
 Four (4) Ordinary Members of Council.

The Office-holders shall hold office for a term of one year or until a successor thereto has been elected and taken office;

- (b) At the first meeting of Council scheduled to follow reporting of the election, refer Rule 20 (d)(xii), the Ordinary Members of Council shall be appointed Office-holders 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 Office-holder resigning during their term and being replaced as in Rule 20 (g);
- (c) The Officer-holders shall be appointed in the sequence listed in Rule 17 (a) through nomination and by secret vote;
- (d) Each Office-holder shall assume his/her position immediately upon their appointment. The new President shall assume the Chair immediately upon appointment;

- (e) In the event that the Public Officer 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
- (f) No Councillor may serve as President for a continuous period of more than forty-two (42) 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 months of such retirement.

18. Council - Powers:

The Council, subject to these Rules and the control by members as hereinafter mentioned, shall have the management and control of the affairs of the Association and shall be empowered to perform all such acts and things as appear to the Council to be essential for the proper management and control of the affairs of the Association.

19. Council - Meeting:

- (a) 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.
- (b) A quorum at any meeting of the Council shall be five members of that Council present in person or by proxy.
- (c) 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 matter may be forwarded by post, email, facsimile, lettergram or telegram 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 post, email, facsimile, lettergram or telegram addressed to the Secretary and the decision of the majority shall be binding as if such decision were obtained by vote at a regularly constituted meeting of the Council.

All votes or their confirmation shall be signed by members of the Council recording the same. If any vote be recorded by means other than letter, then such vote shall be confirmed by letter signed by the member concerned.

- (d) 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. The members of the Council shall participate in such a meeting and the decision of the majority shall be binding as if such decisions were obtained at a regularly constituted meeting of that Council.
- (e) If:-
 - (i) in the course of a ballot pursuant to Rule 19 (c), a majority of the members of the Council notify the Secretary; or
 - (ii) in the course of a meeting conducted pursuant to Rule 19 (d), a majority of the members of Council 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.
- (f) If a special meeting of the Council be 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.

20. Elections:

(a) Tenure of Office

- (i) The officers of the Council 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.
- (ii) For the year 2002 only, all Office Holders and Ordinary Members of Council shall vacate their positions. Eight (8) Ordinary Member of Council positions, shall be subject to election by secret ballot of all financial full members of Association pursuant to Rule 20 (f). Of those eight (8) Councillors elected, the four (4) who gained the most votes shall continue on Council for an initial two (2) year term. The remaining four (4) Councillors elected who have received the least number of votes, shall remain on Council for an initial term of one (1) year. At the end of the first year, elections shall be held for the four (4) vacant positions. Thereafter, elections shall be pursuant to Rule 20 (a) (i).
- (iii) In the event of a tied vote impacting on the split of Councillors for the Council term within Rule 20 (a) (ii), those Councillors with tied votes shall draw lots to determine the elected term.

(b) Qualifications

A nominee for any position in the Association shall be a financial full member of the Association as at the date of nomination.

(c) Returning Officer

- (i) 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 three years provided that a duly appointed Returning Officer shall hold office until a successor thereto is duly appointed.
- (ii) 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.

(d) Conduct of Elections

- (i) 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 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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.

- (vi) He/she shall be responsible for the safe custody of the ballot papers.
- (vii) He/she shall initial every ballot paper prior to its distribution.
- (viii) 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.
- (ix) 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.
- (x) 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 sub-paragraph (xi) of this paragraph, declare the result of the ballot.
- (xi) 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.
- (xii) 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.

(e) Scrutineers

Any candidate may if he/she so desires appoint a scrutineer who is a financial 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:-

- (i) 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;
- (ii) shall not be entitled to remove, mark, alter or deface any ballot paper or other document used in connection with the election; and
- (iii) shall not interfere with or attempt to influence any member at the time such member is casting a vote.

(f) System of Voting

- (i) Subject to sub-paragraph (ii) of this paragraph:-
 - 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.
- (ii) 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.

(g) Extraordinary and Casual Vacancies

In the event of an extraordinary or casual vacancy occurring of any Councillor, the Council at its next meeting shall appoint a financial full member of the Association to fill such vacancy and the person so appointed shall hold office until the expiration of the term of the person he/she replaces. For the purposes of this Rule, extraordinary or casual vacancy shall mean a vacancy occurring in any way whatsoever other than by effluxion of time and, without limiting the generality of the foregoing, shall include a vacancy arising as a result of no nomination or no valid nomination or insufficient valid nominations having been received for the relevant office or offices prior to the close of nominations for that office or those offices.

21. Duties of Officers:

- (a) The President shall preside at all meetings of the Council and the Association and shall sign all documents requiring his/her signature.
- (b) 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.
- (c) The Treasurer shall:-
 - (i) ensure that all monies received on behalf of the Association are paid into such bank or financial institution as the Council may from time to time decide;
 - (ii) keep a correct record of the financial transactions of the Association;
 - (iii) report as required to any meeting upon the financial status of the Association; and
 - (iv) present to the Annual General Meeting of the Association a balance sheet and financial statement as to the financial affairs of the Association since the preceding Annual General Meeting.
- (d) The Publicity Officer shall be responsible for the Association's publicity and media relations.

22. Removal from Office:

An Office-holder or Ordinary Member of Council, 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 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 consent 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 offence concerned.

23. Secretary:

- (a) The Council may from time to time as it deems necessary appoint and remove any person as the Secretary of the Association. The person so appointed need not be a member of the Association.
- (b) The Secretary shall:-
 - (i) keep or cause to be kept minutes of each meeting of the Council and the Association;
 - (ii) conduct the correspondence of the Association;

- (iii) notify relevant members of any meeting; and
- (iv) perform such other duties as may be directed from time to time by the Council.

24. General Meetings:

- (a) The Annual General Meeting of the Association shall be held in the period from 1 July to 30 November in each year. (*Amended October 2005*).
- (b) A Special General Meeting of the Association shall be called:-
 - (i) upon request made to the President by not less than five percent (5%) of the number of full members of the Association, provided that such request is in writing and specifies the reason(s) for such meeting; or
 - (ii) by resolution of the Council
- (c) Such Annual or Special General Meeting shall be called by the Secretary or such Officer as the Council may decide.
- (d) The place, date and time of any such meeting shall be decided by the Council.
- (e) Not less than twenty-eight days written notice of the time, date and place of any such meeting shall be given to each member of the Association.
- (f) A Special General Meeting shall deal only with the business for which it has been called.
- (g) No item of business shall be transacted at any general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (h) Five financial full members personally present shall constitute a quorum for the transaction of the business of any general meeting.
- (i) If, within half an hour after the appointed time or the commencement of any general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the financial full members present (being not less than 3) shall constitute a quorum.
- (j) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (k) Where a meeting is adjourned for thirty-five days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (l) Except as provided in clauses (j) or (k) of this Rule, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. Voting:

- (a) Votes at any meeting of the Council or of the Association may be given personally or by proxy.
- (b) Each financial full member shall in relation to any general meeting of the Association be entitled to appoint another financial full member as a proxy by written notice given to the Chairperson prior to the commencement of the meeting.
- (c) A member of the Council shall in relation to any meeting of the Council of the Association be entitled to appoint another member of the Council as a proxy by written notice given to the Chairperson prior to the commencement of the meeting.

- (d) At any such meeting, the Chairperson of the meeting shall have both a deliberative and a casting vote.
- (e) Voting at any such meeting, other than in any secret ballot required by these Rules, shall be by show of hands unless the meeting otherwise decides.

PART C - FINANCES

26. Funds:

- (a) The funds of the Association shall be derived from annual subscriptions, donations, fines, levies and such other sources as the Council from time to time determines.
- (b) Monies of the Association shall be disbursed only upon a resolution of the Council or a general meeting of members of the Association provided that, for the expenditure of the funds of the Association on the general administration of the Association and for purposes reasonably incidental to the general administration of the Association, the prior authority of the Council or general meeting of the Association shall not be necessary before cheques are signed or accounts paid.
- (c) All cheques and other instruments for the withdrawal of any funds of the Association from any bank or other account shall be signed by any two members of Council.

27. Auditor:

- (a) An auditor shall be appointed annually by the Council.
- (b) The auditor shall inspect and audit the account records of the Association in respect of each financial year and shall report in respect of that year to the Council.
- (c) The auditor shall have power to place before the Council any suggestion concerning the financial affairs of the Association.

PART D - GENERAL

28. Seal:

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) 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.

29. Custody and Inspection of Books:

- (a) 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.
- (b) All books, documents and securities of the Association shall be made available for inspection by any financial member of the Association upon such member giving the Secretary 72 hours notice of his/her desire to inspect the same.

30. Affiliations:

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

31. Regulations:

- (a) 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:-

- (i) the compilation and publication of the Dexter Cattle Australia Incorporated Herd Book;
 - (ii) the registration of stock;
 - (iii) the sale and purchase of registered stock;
 - (iv) the conduct of competitions, exhibitions and/or demonstrations.
- (b) The Regulations set out in Schedule A to these Rules shall be the Regulations in force as at the date of incorporation and shall remain in force until amended, rescinded or otherwise altered in accordance with this Rule 31.
- (c) Any alteration by the Council to the Regulations set out in Schedule A shall be forthwith notified in writing to each member of the Association..
- (d) Notwithstanding the power of Council to make and or amend Regulations as detailed in 31(a) to 31(c) inclusive, any new Regulation or amendment to an existing Regulation governing the Standard of the Breed 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 Annual General or Special General Meeting, or in a postal ballot of members.

32. Dissolution:

The Association shall not be dissolved except in accordance with the provisions of the Act and in the event of the winding up or the cancellation of the incorporation of the Association the assets of the Association shall be disposed of in accordance with the provisions of the Act.

For certainty, if upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid or distributed to the members of the Association, but will be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is currently imposed on the Association, such institution or institutions to be determined by the member of the Association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then some charitable object.

33. Alterations to Statement of Purposes and/or Rules:

The Statement of purposes of the Association and, subject always to Rule 31 hereof, these Rules shall not be altered except in accordance with the provisions of the Act.

34. Promotion Groups:

- (a) Full financial members of the Association may, with the permission of the Council, form a Promotion Group.
- (b) A Promotion Group shall be primarily responsible for the promotion of the creed of Dexter cattle and the furtherance of the objects of the Association in the area in which the Promotion Group operates.
- (c) 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.

35. 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.

36. Disputes and Mediation:

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Association
 - (iii) The parties to the dispute must meet and discuss the matters in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (b) If the parties to the dispute are unable to resolve the dispute at the meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- (c) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of an agreement, or
 - (iii) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
 - (iv) 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).
- (d) A Member of the Association can be a mediator.
- (e) The mediator cannot be a Member who is party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in concluding the mediation must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

END