

Annexure "A"

**AUSTRALIAN DORPER AND WHITE DORER
ASSOCIATION INC.**



CONSTITUTION

(Associations incorporation Act 1985 SA)

AS AT 1/11/2010

This is the annexure marked "A" referred to in the statutory declaration of Mr Robert T Martin made on the 1st day of November 2010 before me

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1. **NAME**

The name of the Association is Australian Dorper and White Dorper Association Incorporated referred to herein as **'the Association'**.

2. **INTERPRETATION**

In these rules unless the contrary intention appears -

'Board' means the Board of Management of the Association;

'meeting' means a General Meeting of members of the Association convened in accordance with these Rules;

'member' means a member of the Association;

'the Act' means the Associations Incorporation Act 1985 (SA) as amended from time to time;

'the Regulations' means the Associations Regulations 1985 (SA) as amended from time to time

3. **OBJECTS**

The objects of the Association are:-

- a The encouragement of the breeding and improvement of Dorper and White Dorper Sheep in Australia, the maintenance of the breed standards as well as the purity and of the Breed
- b The publication of stud information (in electronic or paper form) of the Dorper and White Dorper sheep in Australia, containing therein the histories, pedigrees and annual breeding returns of all flocks and sheep accepted for registration in accordance with the Rules for the time being in force, and the pedigrees of such sheep as are individually registered in such Flock Books and such other information as the Board shall from time to time think fit
- c The investigation of the histories, pedigrees and purity of breed of sheep registered or entered for registration
- d The consideration and the granting or the refusal of any Application for the registration of any sheep or the transfer thereof or for the issue of a certificate for the export of sheep registered in accordance with the Rules for the time being in force
- e The recommendation annually to Agricultural Societies and others desiring the same of the names of persons, who in the opinion of the Board are suitable for judging Dorper and White Dorper Sheep
- f The undertaking of the arbitration upon and settlement of disputes and questions relating to or connected with the Dorper and White Dorper sheep in Australia and the breeding thereof
- g The consideration of all questions affecting the interests of breeders in Australia of Dorper and White Dorper sheep and reporting to the members thereon annually and also at such other times as the Board may think fit
- h To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Association shall receive any prize, award or distinction of monetary value through the Association except as a successful competitor at any competition held or promoted by the Association
- i To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 3 of this Statement of Purposes
- j To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the publication of its rules and the promotion of these objects
- k To advertise and promote Dorper and White Dorper Sheep
- l To educate both members and interested members of the general public as to the characteristics of the Dorper and White Dorper Sheep and the ways in which they can optimise the potential and returns from of these sheep breeds
- m To encourage unity and cooperation amongst Dorper and White Dorper breeders
- n To become a reference point for government and industry on the requirements for participation in and the development of the Dorper and White Dorper sheep industry in Australia
- o To do all such things as are incidental to or conducive to the attainment of the above objects

4. POWERS

The Association shall have all of the powers conferred by Section 25 of the Act.

5. MEMBERSHIP

All membership types are entitled to discounted rates at Association run and endorsed events and access to all Association correspondence, news and updates.

The classes of membership of the Association shall be:

5.1 STUD MEMBERSHIP

A Stud member shall be the owner or nominee of the owner of any stud flock registered with the Association. Voting rights – one vote per Stud Membership.

On application for Stud Membership a person shall submit, for approval a preferred prefix (up to 20 letters) which shall be used as a prefix to and as part of the name of every sheep of which they are the breeder and which is submitted for registration in the register. Each stud member will be issued with a unique flock number by the registrar.

5.2 FULL MEMBERSHIP

A Full Member shall be the owner or nominee of the owner of any commercial flock of Dorper or White Dorper sheep. Voting rights – one vote per full Membership.

On application for Full Membership a person shall submit, for approval a preferred prefix (up to 20 letters) which shall be used as a prefix which will be their flock name. Each Full Member will be issued with a unique commercial flock number by the registrar.

5.3 ASSOCIATE MEMBERSHIP

An Associate Member shall be a person with a special interest in the Dorper or White Dorper Breed. An Associate member has no voting rights and has no flock code.

5.4 JUNIOR MEMBERSHIP

A Junior Member shall be a person of eighteen (18) years or less that is the owner of a registered flock with the Association. A Junior Membership will allow the ownership of up to twenty (20) stud ewes. A Junior member has no voting rights.

On application for Junior membership a person shall submit, for approval a preferred prefix (up to 20 letters) which shall be used as a prefix to and as part of the name of every sheep of which they are the breeder and which is submitted for registration in the register. A Junior Membership fee to be the same as the Associate Membership fee.

5.6 HONORARY LIFE MEMBERSHIP

- a Association nominations for Honorary Life membership to come from the Board or any member of the Association
- b The Board shall consider each nomination, and if approved by two thirds of the Board members, the nomination approved
- c A Honorary Life Member has all the rights and privileges of a Stud Member, but is not required to own a registered flock
- d An Honorary Life Member shall have the right to attend all general meetings and have the right to vote
- e Life Membership can only be awarded after 10 years of Stud Membership and or service to the Australian Dorper and White Dorper Association Inc. A Honorary Life Members service is beyond normal expectations
- f Honorary Life Members will be presented with a Life Membership badge, and will be honorary guests at nominated events of the Association

A person eligible for membership shall be admitted to membership of the appropriate class upon receipt by the Secretary of a written request by that person, such evidence of eligibility as the Board may from time to time determine, and payment of the first annual subscription.

6. SUBSCRIPTIONS

- a The subscription fees for each class for membership shall be such sum as the AGM shall determine from time to time
- b The subscription fees of each class of membership shall be payable annually on 1st January, or at such other time as the Board shall determine from time to time
- c Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit

7. RESIGNATIONS

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

- a Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined
- b The determination of the Board shall be communicated to the member in writing, and in the event of an adverse determination the member shall subject to sub rule (c) below, cease to be a member 14 days after the Board has communicated its determination to him
- c It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member
- d In the event of an appeal under sub rule (c) above the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in a general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld

9. THE BOARD

The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in a general meeting.

- a The Board shall have the power to appoint such officers and employees as are required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- b The Board shall be comprised of a President, Vice President, seven additional Board members plus an appointed Secretary/Treasurer (with no voting rights). If they deem it necessary, the Board may appoint an independent Chairperson (with no voting rights). They may also co-opt persons with special expertise (with no Voting Rights).
- c The first Board of the Association shall be appointed from the promoters of the Association, or be comprised such persons as hold office prior to Incorporation. The first Board shall hold Office until the first Annual General Meeting after Incorporation at which time all members of the Board shall retire, but shall be eligible for re-appointment.
- d The election of Board members will be by secret mail Ballot and that all full financial members will be eligible to nominate for the vacant positions and to vote for the Association's Board representatives.
- e The election of Board representatives will take place in the following manner:
 - i Any two members of the Association shall be at liberty to nominate any other member of the Association to serve as their Board representative
 - ii The Secretariat to forward nomination forms to all members 45 days prior to the AGM
 - iii The nomination shall be in writing and signed by the member and his / her proposer and Seconder and shall be lodged with the Secretariat at least 35 days prior to the Association's National Annual General Meeting at which the election results are to be announced
 - iv If there be only the requisite number nominated of candidates nominated or if there shall not be sufficient number of candidates nominated to fill the vacancies the Chairman at the Annual General Meeting shall declare those nominated duly elected
 - v If there are more than the requisite number nominated, a list of candidates' names in alphabetical order, with the proposer's name & seconder's names, shall be circulated by the Secretariat by notice to all members entitled to votes, forwarded 25 days before the AGM
 - vi With the list of candidates the Secretariat shall enclose a ballot paper containing the names of candidates only, in alphabetical order and a copy of any biographical material supplied by the candidate and consisting of no more than 100 words and a reply paid envelope

- vii Each member entitled to and proposing to vote, must vote in their order of preference for the nominated candidates for the Board representative vacancies. ie If there are two or more Board vacancies the voter must show which candidate is given their first preference by marking 1. Next to the candidate's name and 2. next to the candidate who is their second preference etc
 - viii The votes shall be counted as votes are counted for the Australian Federal Senate, except that the whole of Australian membership will be treated as one electorate
 - ix The completed ballot paper should be enclosed within the reply paid envelope and the member's membership number, membership name and the voter's signature written on the space provided on the back of the envelope
 - x The letter with the ballot paper enclosed should be returned to the office of the Secretariat no later than 7 days prior to the Association's AGM
 - xi The Secretariat shall appoint an individual from their Office to act as the Returning Officer. This person should NOT be a member of the Association and as such should not be entitled to vote. The Board shall appoint two scrutineers to oversee the vote count. The Returning Officer shall be responsible for advising the President of the result of the Ballot
 - xii The decision of the Returning Officer as to the formality or informality of any vote and the declaration of the result of the ballot shall be final
 - xiii If two or more candidates for a vacancy obtain an equal number of votes, the Chairman of the Association's AGM shall determine between them by the drawing of lots which of them shall be excluded
 - xv The result of the ballot shall be announced by the Chairman at the Association's AGM and recorded in the minutes thereof
 - xvi In case there shall not be sufficient number of candidates nominated, the Board may fill the remaining vacancy or vacancies from those members of the Association who signify in writing their willingness to be appointed
- f At each annual general meeting of the Association after this election takes effect, half of the Board representatives shall retire from office, but shall be eligible for re-election
- g At the first annual general meeting of the Association after this election takes effect, the retiring Board delegates shall, unless otherwise agreed between themselves, be determined by lot
- h Thereafter Board representatives shall retire after serving 2 annual terms but shall be eligible for re-election
- i Should a Board member retire before the allotted span of time, the Board will nominate a member to fill the vacancy until the next AGM

The President of the Association is to be elected annually at the AGM, candidates for consideration must be drawn from the ranks of the elected Board. The President is eligible for a term of office of up to two (2) consecutive years.

10. DISQUALIFICATION OF BOARD/COMMITTEE MEMBERS

The Office of a Board/Committee member shall become vacant if a member is -

- a Disqualified by the Act
- b Expelled under these Rules
- c Permanently incapacitated by ill health
- d Absent without apology from more than three consecutive Board/Committee meetings, or more than three Board/Committee Meetings in a financial year
- e No longer the duly appointed representatives of a Corporate member

11. PROCEEDINGS OF THE BOARD

- a The Board shall meet physically or via phone link or any other technology available as considered suitable, for the dispatch of business as deemed necessary by the President or Secretary
- b Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote
- c A quorum for a meeting of the Board shall be six (6) members
- d Conflict of interest. All Board members have an ongoing obligation to disclose any conflicts of interest as they arise. If in doubt of a conflict of interest, the Board member should disclose the relevant interest for discussion with the Chairperson. Where there is a conflict of interest the Board member must withdraw from all discussion about the subject in question and can not vote on any motion related to the subject

12. FINANCIAL YEAR

The first financial year of the Association shall be the period on 31st December 2010, and thereafter a period of 12 months ending on 31st December in each year

13. BORROWING POWERS

- a Subject to this Rule, the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association
- b Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time

14. RULES

- a Subject to approval by a resolution of the members of the Association, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules
- b The registered Rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof

15. THE SEAL

- a The Association shall have a Common Seal upon which its Corporate Name shall appear in legible characters
- b The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the Minute Book of the Association
- c The Chairman and the Secretary, or an appointed Proxy shall witness the affixing of the seal
- d The Seal shall be kept in the custody of the Secretary or such other person as the Board may from time to time decide

16. MEETINGS

- a The Board may call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act
- b The Annual General Meeting shall be held within five (5) months after the end of the Association's financial year
- c Upon the requisition in writing of not less than one quarter of the total number of members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition
- d Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting
- e If a Special General Meeting is not convened within one month as required by sub rule (c) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association
- f Subject to sub rule (g) at least fourteen days' notice of any Board, Committee and General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the Auditors, the appointment of Auditors and Committee members (if required), and any other business requiring consideration by the Association in General Meeting
- g Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting
- h A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post, or by email to the address appearing in the register of members
- i Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail

17. PROCEEDINGS AT MEETINGS

- a Ten members present personally shall constitute a quorum at any Association's General Meeting
- b If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum
- c The President of the Board or if there shall be no President, then the Vice-President of the Board or in their absence, or on their declining to take, or retiring from the Chair, one of the Board members chosen by meeting shall preside as chairperson at every General Meeting of the Association
- d If there is no Board member present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson
- e The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
- f When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members
- g At any General Meeting, a resolution put to a vote shall be decided on a show of hands, unless a poll is demanded for conclusive evidence of the fact. A declaration of the result by the Chairperson of the meeting shall stand without proof of the number or proportion of the votes recorded in favour of, or against, the resolution

- h If a poll is demanded by the Chairperson of the meeting or by three or more voting members present personally, it shall be taken in such manner as the Chairperson directs. The majority result of such poll shall be the resolution of the meeting, except that in the case of a special resolution. For a special resolution three quarters of the voting Members at the meeting must vote for the resolution for the resolution to pass
- i A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment

18. SPECIAL RESOLUTIONS

Special resolutions are required to change the Association's Constitution. Special resolutions require the support of two thirds of eligible voters in order to be passed.

19. MINUTES

- a Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in Minute Books kept for the purpose
- b The minutes kept pursuant to this Rule shall be signed and dated by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting
- c Where Minutes are entered and signed and dated, they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid

20. VOTING RIGHTS

- a Subject to these Rules each stud and Financial Member present in person shall be entitled to vote
- b A member being a Body Corporate shall be entitled to appoint one person, who need not be a member of the Association, to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the Corporate Member by a Resolution of its Board and which shall be authenticated under its seal. Such a person shall be deemed to be a Member of the Association for all purposes, until the authority to represent the Corporate Member is revoked
- c Postal voting is permitted in the case of election of Board / Committee representatives and in other instances as deemed necessary by the Board

21. FORMATION OF LOCAL PROMOTIONAL GROUPS / COMMITTEES

Should members wish to form sub-committees to organise shows / sales / field days & other promotional activities they should:

- a Make an application to the Board to form such a committee
- b Such a committee will be governed by the constitution and rules of the Association
- c All finances will be administered by the Association, which will have the power to allocate funds to that committee
- d The committee should consist of a minimum of 5 members. The executive of the committee will consist of a Chairperson, vice chairperson & secretary. A quorum will consist of 3 members
- e The committee will be able to support their state based shows, workshops, seminars and advertising. The monies for promotion will be allocated by the Board and / or can be raised through fund raising activities initiated by the committee

22. ACCOUNTS

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Association.

23. WINDING UP

The Association may be wound up in the manner provided for in the Act.

24. APPLICATION OF SURPLUS ASSETS

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

25. COMPLIANCES

Members are required to comply with rules and regulations and appendices as set down by the Association.