



AUSTRALIAN JERSEY BREEDERS SOCIETY (INC.)

CONSTITUTION

Updated March 2006

ASSOCIATION INCORPORATED ACT 1981

Section 5(b)

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is Australian Jersey Breeders' Society Incorporated.
2. The purposes for which the proposed incorporated association is established are:-
 - (a) To develop the genetic pool of Jersey cattle within Australia.
 - (b) To expand the influence of the breed in Australia and in any overseas territory not serviced by a Jersey Society.
 - (c) To collect, verify, and publish information relating to the commercial benefits of Jersey cattle.
 - (d) To maintain a register of Jersey cattle to be held at the office of the society.
 - (e) To promote in any way not mentioned above the interests of breeders of Jersey cattle and members of the Society.
 - (f) To purchase or lease any real property in the interests of the Society and appoint trustees to hold same.
 - (g) To accept or reject any gift or legacy of money or property whether subject to any special trust or not for any one or more of the objects of the Society.
 - (h) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.
 - (i) To invest any moneys of the Society in such manner as may from time to time be determined
 - (j) To do all such lawful things as are incidental to the attainment of the above objects.

Signature of Applicant

Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

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AUSTRALIAN JERSEY BREEDERS SOCIETY (INC.) CONSTITUTION

The incorporated association is 'The Australian Jersey Breeders Society Inc' in these rules called "the Association".

Definitions

- 1 In these Rules, unless the contrary intention appears -
 - a) "**Act**" means the Associations Incorporation Act 1981;
 - b) "**council**" is the delegates nominated from each affiliated state branch to manage the affairs of the association. It shall be known as 'Federal Council'.
 - c) "**financial year**" means the period of 12 months (or such other period as the council resolves) commencing on the date of incorporation of the association or on the date of the expiration of the previous financial year (as the case may be)
 - d) "**member**" means a state branch that is a financial member of the association.
 - e) "**Regulations**" means regulations under the Act.
 - f) "**relevant documents**" has the same meaning as in the Act.
 - g) "**general meeting**" means a general meeting of state branch delegates of the association convened in accordance with these rules and includes the annual general meeting and special general meeting.
 - h) "**Delegate**" means a person nominated by a financial state branch committee to represent that branch on the council.

Breed Register

- 1 The Council shall be responsible for compiling a record of registered Jersey cattle throughout Australia.
- 2 The Council will publish "Book of Rules" which will include eligibility to the register, transfers, leases, ownerships and documentation procedures, and any other information deemed necessary. This book will be updated as required.
- 3 Registration in the register shall be open to all breeders of Jersey cattle in accordance with the "Book of Rules".
- 4 Any state branch will be entitled to receive from Federal Council a complete record of Jersey registrations held on file for their particular state.
- 5 The Council will approve such persons or bodies corporate to act as a contracted registrar to receive and maintain the applications from breeders of Jersey cattle.
- 6 The registrar shall be entitled to a fee for processing and maintenance as agreed upon from time to time with Council.

Recognition of Societies and Associations

- 1 The Council may recognise the register of -
 - a) any society of breeders of Jersey cattle that are full members of the World Jersey Cattle Bureau and any other societies or associations that meets their approval.

Funds

- 1 The treasurer of the Association shall be responsible for -
 - a) the collection and receipt of all monies due to the Association and all payments authorised by the Association; and
 - b) keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Council.
- 3 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Council determines. There is no entrance fee for membership of the Association.
- 4 The books referred to shall be available for inspection by delegates.

Seal

- 1 The common seal of the Association must be kept in the custody of the Secretary.
- 2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two delegates of the Council or, of one delegate of the Council and of the public officer of the Association.

- i) "**Branch**" means a grouping of breeders and other non breeder members of a state or territory of Australia who accept and adhere to the constitution of the association.
 - j) "**Register**" means a listing of Jersey cattle that are recorded in the files of the Association.
 - k) "**Book Of Rules**" the association will publish a book of rules relating to this constitution.
- 2 In these Rules, a reference to the Secretary of an Association is a reference-
 - a) if a person or body holds office under these Rules as Secretary of the Association - to that person or body; and
 - b) in any other case, to the public officer of the Association.

Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

MEMBERSHIP

- 1 The Association shall comprise of the branches who are members of the Association at the date of incorporation of the Association and such other groups who are admitted to membership of the Association from time to time in accordance with these rules.
- 2 The membership of the Association shall be divided into the following classes:

- a) Full membership in accordance with the provisions of the Constitution.
 - b) Associate membership at the discretion of the council and subject to any terms deemed necessary.
- 3 No state or territory shall have more than one branch.
 - 4 A branch shall have power to elect its own officers and govern its own affairs subject only to this Constitution and associated rules published from time to time.

ANNUAL SUBSCRIPTION

- 1 Each branch shall pay an annual subscription to council based on its number of financial members in accordance with the Book of Rules.
- 2 There will be no entrance fee for membership of the Association.
- 3 The annual subscription is to be set by Council at its annual general meeting.

Register of members of Affiliated State Branches

- 1 The Secretary in cooperation with state branch secretaries shall maintain a register of members in each state containing:
 - a) the name and address of each member; and
 - b) the date on which each member's name was entered in the register.

Custody and inspection of books and records

- 1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any delegate upon request.
- 3 A delegate may make a copy of any accounts, books, securities and any other relevant documents of the Association.

Vacancies

- 1 The office of a delegate of the Council becomes vacant if the delegate
 - a) ceases to be a member of the Association; or
 - b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - c) resigns from office by notice in writing given to the Secretary.
- 2 Where a delegate of the Council fails to attend two consecutive meetings of the Council without either apology being accepted or leave of absence being granted by the Council, the Council may, after notice in writing having been given to such delegate and having granted him the right to be heard, remove him from office and declare his position on the council vacant and the relevant state branch advised in writing.

- 5 Each delegate of the Association shall hold office until the annual general meeting next after the date of his or her appointment.
- 6 In the event of a casual vacancy occurring in the office of a delegate of the Council, the branch may appoint a delegate to fill the vacancy. The delegate appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 7 Each member branch is entitled to appoint a substitute delegate for any meeting of Council by notice given to the Secretary no later than 24 hours before the time of the meeting.

Classification

- 1 Shall oversee a national classification scheme in accordance with guidelines contained in the "Book of Rules".

Secretary

- 1 The Council, upon appointing the secretary, shall nominate a person to be the public officer of the Association. The secretary / body corporate shall be paid a fee as agreed upon from time to time.
- 2 The secretary of the Association shall keep minutes of the resolutions and proceedings of each meeting together with a record of names of persons present at council meetings. A copy of these minutes shall be sent to each delegate and state branch secretary within 30 days of each meeting.
- 3 The secretary shall be a non-voting member of the council unless the secretary is a delegate acting in an honorary capacity.
- 4 The secretary should keep a book of rules and motions

Notice to Member Branches

Any notice that is required to be given to a member branch, by on behalf of the Association, under these Rules may be given by-

- a) delivering the notice to the member branch personally; or
- b) sending it by prepaid post addressed to the branch's address shown in the register of member branches; or
- c) facsimile transmission, if the branch has requested that the notice be given to it in this manner; or
- d) electronic transmission, if the branch has requested that the notice be given to it in this manner.

Discipline, suspension and expulsion of members

- 1 Subject to these Rules, the Council shall give notice of intention to by resolution:
 - a) Expel a branch from the association
 - b) Suspend a branch from membership of the association for a specified period, or,
 - c) Fine a branch in accordance with the regulations if the Council is of the opinion that the branch
 - i) Has refused or neglected to comply with the rules or
 - ii) Has been guilty of conduct unbecoming a branch or prejudicial to the interests of the Association.
- 2 Where the Council passes this resolution by 75% of delegates present, the Secretary shall, as soon as possible cause to be served on the branch a notice in writing:-

- a) Setting out the resolution of the Council and the grounds on which it is based;
 - b) Stating that the branch may address the council at the meeting to be held not earlier than 14 and not later than 28 days after service of the resolution notice;
 - c) Stating the date, place and time of that meeting;
 - d) Informing the branch that they may do one or more of the following:-
 - i) Attend the meeting to give reason why they should not be
 - (1) Expelled
 - (2) Suspended
 - (3) Fined
 - (i) Give to the council before the date of that meeting a written
 - (ii) Statement seeking revocation of the resolution.
- 3 The Council
- a) Shall give to the branch an opportunity to be heard
 - b) Shall give due consideration to any written statement submitted by the branch, and
 - c) Shall by resolution determine whether to confirm or revoke the resolution.
- 4 A resolution of the Council to expel, suspend or fine a branch shall not take effect until a meeting held in accordance with the rules has concluded.

Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Council meeting, together with a record of the names of persons present at meetings.

Committee of Management

- 1 The affairs of the Association shall be managed by the committee of management. Known as Federal Council.
- 2 The committee-
 - a) shall control and manage the business and affairs of the Association; and
 - b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- 3 The officers of the Association shall be-
 - a) a President;
 - b) a Vice-President;
 - c) an honorary treasurer and
 - d) a Secretary.
- 4 Each affiliated branch is to nominate its delegate(s).

Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined by a poll -

- a) a declaration by the Chairperson that a resolution has been -
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost; and
- b) an entry to that effect in the minute book of the Association -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Adjournment of meetings

- 1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2 Subject to the Chairperson's discretion, no business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3 Any financial member of an affiliated state branch or individuals invited by the Chairperson, shall be admitted as an observer to any Council meeting, with the meeting moving into camera at the Chairperson's discretion.

Disputes and mediation

- 1 The grievance procedure set out in this rule applies to disputes under these Rules between-
 - a) a member and another member; or
 - b) a member and the Association.
- 2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4 The mediator must be-
 - a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5 A member of the Association can be a mediator.
- 6 The mediator cannot be a member who is a party to the dispute.
- 7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8 The mediator, in conducting the mediation, must-

- a) give the parties to the mediation process every opportunity to be heard; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9 The mediator must not determine the dispute.
- 10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

Ceasing membership

- 1 If the annual subscription of a state branch shall remain unpaid for a period of three months after it becomes due then the branch may, after notice of default having been sent by council, be debarred by resolution of the council from all privileges of membership and its name removed by the Council from the register of branch membership. The Council in its discretion may reinstate the branch and restore its name to the register on payment of all arrears.
- 2 A branch shall cease to be a member of Council upon that branch going into liquidation either voluntary or compulsory.
- 3 Any branch may at any time give to the secretary notice in writing of intention to retire from membership of the Association and shall thereupon cease to be a member.
- 4 Notwithstanding that any branch shall in any way cease to be a member, such cessation of membership shall not relieve such branch from any liability for any debts which may be owing by them to the

Presiding at general meetings

- 1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

Voting at general meetings

- 1 Upon any question arising at a general meeting of the Association, a delegate has one vote only.
- 2 All votes must be given personally.
- 3 Proxy voting is not permitted.
- 4 Council shall determine all matters by simple majority.
- 5 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 6 If at a meeting a poll on any question is demanded by not less than 3 delegates, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 7 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

- b) if the delegate requests, by facsimile transmission or electronic transmission.
- 3 No business other than that set out in the notice convening the meeting may be conducted at that meeting subject to the chairman's discretion.
- 4 A delegate or member branch intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

Quorum at general meetings

- 1 No item of business may be conducted at a general meeting unless a quorum of delegates entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 2 A quorum shall be a simple majority of the total number of delegates at all meetings.
- 3 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:-
 - a) in the case of a meeting convened upon the request of delegates - the meeting must be dissolved; and
 - b) in any other case - the meeting shall stand adjourned to a date specified by the Chairperson.
- 4 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 delegates personally present (being not less than 3) shall be a quorum.

Association at the date thereof, and the Association shall not be required to refund the whole or any part of the monies paid by the branch for its membership.

Meetings

Annual general meeting

- 1 The association shall in each calendar year and at intervals of not more than 15 months convene an annual general meeting of its member branches.
- 2 The annual general meeting shall be held on such day as the council determines on a state rotational basis where practical.
- 3 The annual general meeting shall be specified as such in the notice convening it.
- 4 The ordinary business of the annual general meeting shall be:
 - a) To confirm the minutes of the last preceeding annual general meeting.
 - b) To receive from the Council reports of the transactions of the association during the preceding financial year
 - c) To receive and consider the audited financial statement submitted by the association in accordance with section 30(3) of the Act: and
 - d) To elect from the delegates appointed by state branches for the forthcoming year, a president, vice president and honorary treasurer.
 - e) To appoint a person or body corporate to the position of secretary for the forthcoming year.

- f) To appoint an auditor for the forthcoming year.
- 5 The annual general meeting may transact special business of which notice is given in accordance with these rules or any business the president may allow.
- 6 A member branch may submit any notice of motion to a meeting of the council provided that 60 days notice is given by lodging a copy of the motion to the secretary.
- 7 A 75% affirmative vote of delegates present will be required for a Constitutional change.

Special general meetings

- 1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 2 All general meetings other than the annual general meeting are special general meetings.
- 3 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 5 The Council must, on the request in writing of not less than three delegates entitled to attend and vote at such meeting convene a special general meeting of the Association.
- 6 The request for a special general meeting must:-
 - a) state the objects of the meeting; and
 - b) be signed by the delegates requesting the meeting and
 - c) be sent to the address of the Secretary.

- 7 If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the delegates making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 8 If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

Notice of general meetings

- 1 The Secretary of the Association, at least 28 days, or if a special resolution has been proposed at least 28 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each appointed delegate of the Association and state secretaries, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 2 Notice may be sent:-
 - a) by prepaid post to the address appearing in the register of delegates; or