

Companies (New South Wales) Code

Company Limited by Guarantee

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
OF  
AUSTRALIAN PIG BREEDERS' ASSOCIATION  
LIMITED**

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# THE AUSTRALIAN PIG BREEDERS' ASSOCIATION LIMITED

## MEMORANDUM OF ASSOCIATION

1. The name of the Company is "THE AUSTRALIAN PIG BREEDERS' ASSOCIATION LIMITED" (hereinafter called "The Association").
2.
  - a) The main objects for which the Association is established are:
    - i) To collect verify maintain records and publish information relating to all recognised pure breeds of pigs in Australia and to adopt and maintain a Herd Book of such pigs hitherto carried on and maintained by The Australian Pig Breeders' Society and unincorporated body of 33 Bong Bong Street Kiama.
    - ii) To take over the funds and other assets and liabilities of the said unincorporated body.
    - iii) To maintain the purity and promote the improvement of all recognised pure breeds of pigs in Australia.
    - iv) To investigate suspicious or doubtful pedigrees of pigs and other alleged misrepresentations relating to them, and to publish the results of such investigations at the discretion of the Federal Council.
    - v) To increase the educational value of agricultural shows, and to encourage the exhibition of representative and typical animals of the various pure breeds of pigs, as well as commercial pork and bacon types, by offering trophies or cash prizes for competition thereat, and endeavouring to have competition for stud pigs limited to registered pigs and the exhibits judged by competent judges included in an official panel drawn up and published by the Association.
    - vi) To promote fellowship amongst the pig breeders of Australia and to further their mutual interests generally insofar as the breeding of pigs is concerned and in all matters affecting the Pig Industry.
    - vii) To establish relations and encourage exchanges with other societies having similar objects throughout the world.
  - b) Subject to the Code, the Association has such of the rights, powers and privileges of a natural person as are necessary for, but incidental to, the fulfilment by the Association of its main objects as aforesaid.
3. Notwithstanding the generality of the objects of the Association as set out in clause 2 hereof the Association shall not amalgamate with any company corporation society association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under and by virtue of clause 4 of this Memorandum.
4. The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdraft accounts on money lent or reasonable and proper rent for premises demised or let by any Member of the Association.

5. The liability of the Members is limited.
6. Each Member of the Association undertakes to contribute to the property of the Association, on the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for the payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty dollars.
7. If upon the winding up or dissolution of the Association there remains after 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 institution or institutions having objects similar to the objects of the Association and whose rules 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 imposed on the Association under or by virtue of Clause 4 of this Memorandum such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and if the Association shall have become registered as a charity or exempt from registration such institution or institutions shall be registered as charities or exempt from registration and in the event of no such body existing such property shall be applied given or transferred to a charitable body or cause.
8. The full names addresses and occupations of the subscriber, who are desirous of being formed into a company in pursuance of the memorandum of association are as follows:

MALCOLM JOHN WANDEL	"Mallee Grove" Blyth South Australia 5462	Farmer
ALAN ROBERT FYFE	"Yelmah Stud" Hamley Bridge S.A 5401	Farmer
LESLIE WILLIAM DENSLEY	"Strathmore" Warialda New South Wales 2402	Farmer
BRUCE JOSEPH HAMBLIN	"Tolleen" Tolleen Victoria 3551	Farmer
ADRIAN KEITH SAINES	Kingsvale Road, Young New South Wales 2594	Farmer

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signatures of Subscribers

Witnesses to Signatures and  
Address of Witness

# COMPANIES (NEW SOUTH WALES) CODE

(as amended)

## A COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION

of

## THE AUSTRALIAN PIG BREEDERS' ASSOCIATION LIMITED

### PRELIMINARY

1. In these presents unless there is something in the subject or context inconsistent therewith:

The "Act" or "Code" means the Companies (New South Wales) Code as it may be amended from time to time and any Act by which it may be replaced.

The "Articles" means the Articles of Association of the Association for the time being in force.

The "Federal Council" means the Councillors acting as a general board of Directors.

"Branch" means all members of an area in which a Branch has been formed, which is approved by the Federal Council and administers the Rules of the Association in one or more states. A Branch shall be constituted as a sub-committee of the Association. In relation to the exercise of any power, references to a Branch shall be deemed a reference to its Branch Committee.

The "Association" means The Australian Pig Breeders' Association Limited.

"Councillor" means a Director for the time being of the Company.

"Financial Year" has the meaning assigned to it by the Act.

"Member" means a person who is for the time being registered as a member of the Association.

"Branch Committee" means the committee of management of a Branch.

"Month" means calendar month.

"Office" means the registered office for the time being of the Association.

"Person" includes corporations and partnerships.

"RAS" means;

The Royal Agricultural Society of New South Wales

The Royal Agricultural Society of Victoria

The Royal Agricultural and Horticultural Society of South Australia

The Royal Agricultural Society of Western Australia.

The Royal National Agricultural and Pastoral Society of Tasmania.

The Royal National Agricultural Industrial Association of Queensland.

And their respective successors as the case may be.

“Register” means the register of Members to be kept pursuant to the Act.

“Resolution” means a resolution other than a special resolution.

“Seal” means the common seal of the Association or where appropriate the duplicate seal or the official seal for use in any particular state country or territory outside the State.

“Secretary” includes any person appointed to perform the duties of the secretary temporarily and any duly appointed assistant secretary.

“Special resolution” has the meaning assigned to it by the Act.

The “State” means the State of New South Wales.

“In writing” or “written” includes printing lithography photography and other means of representing or reproducing words in a visible form.

The singular number includes the plural number and vice versa.

Words importing any gender include the other genders.

A reference to the Code or any section or schedule thereof shall be read as though the words “or any statutory modification thereof or any statutory provision substituted therefor” were added to such reference.

2. The regulations contained in Table A of the Third Schedule to the Code shall not apply to this Company.

## **MEMBERSHIP**

3.
  - a) Subject to these Articles of Association the membership of the Association shall be unlimited.
  - b) The membership of the Association shall comprise:
    - i) the subscribers to the memorandum of association;
    - ii) such of the members of the unincorporated body referred to in Clause 2(a) (1) of the Memorandum of Association as shall notify their intention in writing to become a member of the Association on or before the expiration of three (3) months from the date of incorporation of the Association; and
    - iii) such other persons as shall hereafter be admitted to membership in accordance with these Articles.
  - c) Persons becoming members of the Association shall be admitted to membership in any one of the classifications following:-
    - i) Ordinary Membership
    - ii) Honorary Life Membership
    - iii) Honorary Membership
    - iv) Junior Membership
    - v) Associate Membership
  - d) All applications for membership shall be in writing in such form as may from time to time be prescribed by the Federal Council.
  - e) Any person, company, co-operative body, institution, or partnership directly interested and or engaged in the breeding of pigs eligible for registration, desiring

to become an Ordinary Member of the Association shall forward name, address and application for membership, together with amount of the annual subscription and such entrance fee as may be determined by the Federal Council from time to time to the Federal Secretary and on receiving the Federal Secretary's acknowledgment shall become possessed of the rights and privileges of Ordinary Membership until the expiry of the then current financial year, subject to the approval of both the Branch Committee of the State in which the applicant is resident and the Federal Council either of which may, in its uncontrolled discretion, decline to receive any person as a member without assigning reason therefor PROVIDED HOWEVER that any applicant refused membership shall have the right to appeal against such refusal to the Executive Committee of the RAS in the state in which the applicant is resident in like manner to a Member expelled from membership pursuant to Article 3 (j) (iv) below and if that appeal is upheld the applicant shall be admitted to membership. An Ordinary Member, who for any reason has discontinued the breeding of pigs eligible for registration, may continue to be enrolled as an Ordinary Member if he so desires and the Federal Council approves.

- f) The Federal Council may elect as an Honorary Life Member of the Association any Ordinary Member who in its opinion has rendered exceptional services to the Association or has advanced its interests in an exceptional way. Honorary Life Members shall not be required to pay any entrance fees or annual subscriptions and shall be entitled to all the benefits and privileges of membership of the Association. Every Honorary Life Member of the unincorporated body referred to in Clause 2(a) (l) of the Memorandum of Association of this company shall upon incorporation of the Association become Honorary Life Members of the Association.
- g) The Federal Council may elect as an Honorary member any person not being an Ordinary Member who in its opinion is considered to have advanced the interests of the Association in an exceptional way. Honorary Members shall not be required to pay any entrance fees or annual subscriptions and shall be entitled to attend and take part in all general meetings of the Association but shall not be entitled to vote. Every Honorary Member of the unincorporated body referred to in Clause 2(a) (l) of the Memorandum of Association of this company shall upon incorporation of the Association become Honorary Members of the Association.
- h) Any person under the age of 18 years and interested in the aims of the Association desiring to become a Junior Member of the Association shall forward name, address and application for membership to the Federal Secretary together with the amount of such annual subscription and entrance fee (if any) as may be determined by the Federal Council from time to time and if approved by both the Branch Committee of the state in which the applicant is resident and the Federal Council shall be admitted to Junior Membership. Junior Members shall be entitled to all the benefits and privileges of membership of the Association except that they shall not be entitled to vote at any meeting of the Association not be eligible for election to Federal Council and shall only be eligible to register the progeny of such limited number of sows as the Federal Council may determine from time to time.
- i) Any person company co-operative body institution or partnership not directly interested or engaged in the breeding of pigs eligible for registration desiring to become an Associate Member of the Association shall forward name address and application for membership to the Federal Secretary together either the amount of such annual subscription and entrance fee (if any) as may be determined by the Federal Council from time to time and if approved by the Federal Council after consultation with the Branch Committee of the state in which the applicant is resident shall be admitted to Associate Membership. Associate Members shall be entitled to attend and take part in all general meetings of the Association but shall not be entitled to vote. Associate Members shall not be entitled to register pigs.
- j) A Member shall cease to be a Member of the Association if:
  - i) he resigns by notice in writing to the Federal Secretary to that effect;

- ii) he dies or becomes of unsound mind or being a company goes into liquidation;
- iii) his annual subscription remains unpaid on the due date for payment;
- iv) he shall wilfully refuse or neglect to comply with the Memorandum of Association or these Articles or if he shall be guilty of any conduct which in the opinion of the Federal Council is unbecoming or prejudicial to the interests of the Association.

PROVIDED THAT in the case of sub-paragraph (iv) above, at least one week before the meeting of the Federal Council at which a resolution for his expulsion is passed the Member shall have been given notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation he might think fit and provided further that any such Member may by notice in writing lodged with the Federal Secretary within 14 days after the passing of the resolution for expulsion request that a general meeting of the Association be called for the purpose of appealing against the decision of the Federal Council. In that event a general meeting of the Association shall be called for that purpose and if at such general meeting a resolution for the repeal of the expulsion of the Member be not passed by a majority of two-thirds of those Members eligible to vote present and voting (whether in person or by proxy) the Member shall be expelled and his name removed from the Register.

AND PROVIDED FURTHER that in the event of a resolution for the expulsion of the Member being passed by the Federal Council and the appeal to the general meeting of the Association being unsuccessful the Member may by notice in writing, lodged with the Federal Secretary within fourteen days from the date of the general meeting, appeal against the expulsion and elect to have that appeal dealt with by the Executive Committee of the RAS in the state or territory in which the applicant is resident and in that event the Federal Secretary of the Association shall by notice in writing, lodged with the Executive Secretary of the RAS within seven (7) days of receipt of the notice from the Member, request the Executive Secretary to convene a meeting of the Executive Committee of the RAS and in that event the Executive Secretary shall convene a meeting of the Executive Committee provided that at least one week before the meeting of the Executive Committee of the RAS, both the Federal Council and the Member shall have had notice of such meeting and shall at such meeting and before the making of any decision have had the opportunity of being heard orally or in writing and if at such meeting it is the decision of a majority of the Executive Committee present at the meeting that the resolution of the Federal Council for the expulsion of that Member be upheld then the register of Members of the Association PROVIDED FURTHER that if any Member or Officer of the Association is also a member of the Executive Committee of the RAS he shall be ineligible to sit as a member of that Executive Committee on any occasion when the Executive Committee is hearing an appeal against a resolution for the expulsion of a Member of the Association.

- k) Where any Member wilfully infringes any provisions of the Memorandum of Association or these Articles or the By-laws or Rules of the Association or is guilty of any conduct which in the opinion of the Federal Council is unbecoming or prejudicial to the interest of the Association, but such infringement or conduct does not in the opinion of the Federal Council warrant expulsion, the Federal Council may as it thinks fit impose a fine upon or suspend such member from the enjoyment of the privileges of membership PROVIDED THAT at least one week before the meeting of the Federal Council at which a resolution for his fining or suspension is passed the Member shall have been given notice of such meeting and of what is alleged against him and of the intended resolution for his fining or suspension and he shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation he might think fit AND PROVIDED FURTHER that any such Member shall have the right to appeal against any such resolution to a general meeting of the Association and to

the Executive Committee of the RAS in the state in which the Member is resident in like manner to a Member expelled from membership pursuant to Article 3(j) (iv).

- l) A Member being a firm shall not cease to be a Member by reason only of any change in the constitution of the firm.
- m) A person who has ceased to be a Member shall:
  - i) Not be entitled to any of the rights or privileges of a member
  - ii) Forfeit all rights and claims whatsoever against the Association and any claim which he may have as a Member against any other Member;
  - iii) Nevertheless remain liable for and shall pay to the Association all monies whatsoever for which at the time of his ceasing to be a Member he is or might become liable; and
  - iv) be subject to such disabilities as may be provided by these Articles.
- n) As a condition precedent to re-admission to Membership of any applicant for re-admission all monies that may be due by him to the Association shall be paid in full.
- o) Each Branch shall, within its own boundaries, determine the amount of the annual subscription payable to Members, which shall fall due and be paid direct to the Federal Secretary on the first day following the close of the financial year of the Federal Council. Such sum as shall be determined by Federal Council from time to time shall be retained by Federal Council from each annual subscription and the balance returned to the Branch.
- p) A copy of the last volume of the Herd Book shall, if available, be issued free of cost to each Ordinary Member on the payment of his first subscription, and subsequent volumes shall also be issued to him free of charge whilst he remains a financial Ordinary Member of the Association. Previous volumes may be purchased, if available, at such price as the Federal Council may from time to time decide.
- q) A Member who has not paid any money due and payable to the Association shall not be entitled to vote whether personally or by way of proxy, attorney or representative at any meeting nor to be elected to any office nor to enter pigs in the Herd Book.

## **GENERAL MEETINGS**

- 4.
  - a) A general meeting of the Association called the "annual general meeting" shall be held at least once in every calendar year not later than five months after the end of the financial year of the Company. All other meetings of the Company shall be called "general meetings" and may be convened at any time.
  - b) Annual general meetings and general meetings shall be held within Australia.
  - c) An annual general meeting shall be deemed to have been held if the Association has held a general meeting at which resolutions have been passed dealing with all matters required to be dealt with at an Annual general meeting but this does not affect the obligation to hold an annual general meeting within the particular time period required by the Code or these Articles.
- 5.
  - a) Any two Councillors may requisition the convening of annual general meetings or general meetings to be held at such place as the Federal Council thinks fit.
  - b) A general meeting shall be convened by the Councillors on such requisition or in default may be convened by such requisitionists as is provided for the Code.



- c) Save as provided by this Article Members shall have no right to call general meetings of the Association.
- 6.
- a) Twenty-one (21) days notice at least of every annual general meeting or general meeting shall be given in the manner provided by these articles and the Code to the Members or such persons as are otherwise entitled under these Articles to receive notices and to the auditors provided that in the circumstances and subject to the conditions specified in the Code a meeting may be called by notice shorter than that hereinbefore prescribed.
  - b) Every such notice shall specify the place day and hour of the meeting and the general nature of the business to be transacted at it.
  - c) Subject to section 539(3) of the Code the accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate any of the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

7. The business of an annual general meeting shall be:
- a) To receive and consider the profit and loss account and balance sheet and the reports of the Councillors and of the auditors and the statement of the Councillors;
  - b) To fix the remuneration of the auditors.
  - c) To consider any other business that may properly be brought forward. All such other business shall be deemed to be special business and notice of any special business shall be given to Members in the notice convening the meeting at which the special business is to be considered and the notice shall set out the nature and give the substance of the special business.
- 8.
- a) No business shall be conducted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, any six Members present in person or by proxy, attorney or representative shall be a quorum, but in the calculation of a quorum a person shall be counted once only notwithstanding the fact that that person may attend as proxy, attorney or representative for more than one member.
  - b) Where:
    - i) a person present at a meeting is authorised to act as the representative of a body corporate at the meeting by virtue of an authority given by the body corporate under sub-section 244(3) of the Code; and
    - ii) the person is not otherwise entitled to be present at the meeting.

The body corporate shall, for the purpose of this Article, be deemed to be present in person at the meeting.

9. If within twenty minutes after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Councillors may by notice to the Members appoint. If at such adjourned meeting quorum is not present the meeting shall be dissolved.
10. The President or in his absence the Vice-President shall be entitled to take the chair at every general meeting. If there be no chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding such meeting or he is unwilling to act the Councillors present may choose a chairman and in default of their doing so the Members present shall choose one of the Councillors to be chairman and if no Councillors

be present or willing to take the chair the Members shall choose one of their number to be chairman.

11.
  - a) All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or the Code.
  - b) Voting shall be by a poll. The chairman shall decide the manner in which a poll shall be taken in any case but in all cases he shall ascertain the number of Members voting in favour of a resolution or special resolution and the number of Members voting against the resolution. Any dispute as to the admission or rejection of a vote shall be determined by the chairman and his determination made in good faith shall be final and conclusive.
  - c) At any general meeting a declaration by the Chairman that a resolution or special resolution has been carried or carried by a particular majority or not carried and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution or special resolution.
12. Subject to the Code a resolution in writing signed by ninety-five percent of the Members of the Association shall be as valid and effectual as if it were a resolution duly passed at a general meeting of the Association. Any such resolution may consist of documents in like form each signed by one or more Members or their representative. Such document or documents shall constitute minutes of the meeting the date of which is the date the document was last signed or the date of the last signed document.
13. The chairman of a general meeting may with the consent of the meeting adjourn it 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.
14. If any general meeting is adjourned for more than twenty-one (21) days a notice of such adjournment shall be given to the Members in the same manner as notice was or ought to have been given of the original meeting.
15.
  - a) On a poll every Member present in person or by proxy attorney or representative shall have one vote.
  - b) In the case of an equality of votes on any question arising at a meeting of the Members of the Association the chairman of the meeting shall have a second or casting vote.
16.
  - a) Votes may be given either personally or by proxy attorney or representative appointed pursuant to the Code.
  - b) A person who is not a Member may not be appointed a proxy or attorney but may be appointed a representative.
17. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of two or more of its officers.
18. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the registered office or at such other place as may be specified in the notice convening the meeting not less than forty-eight hours before the person named in such instrument purports to vote in pursuance thereof; but in instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution unless it states that it is valid for all meetings whatsoever until revoked with the exception that any such instrument may be used at any adjournment of the meeting for which it was originally intended.

19. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given provided no intimation in writing of the death or revocation has been received at the registered office of such other place as was specified for the deposit of proxies or by the chairman of the meeting before the vote is given.

20. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the following effect:

I / We > of > being a Member of the Australian Pig Breeders Association Limited hereby appoint > of > or failing him > of > as my/our proxy to vote for me/us and on my/our behalf at the (annual) general meeting of the Association to be held on the > day of > 20> and at any adjournment thereof.

As witness my/our hand this > day of > 20>

or in such other form as the Councillors may from time to time prescribe or accept. Any instrument of proxy deposited as hereinbefore provided in which the name of the appointee is not filled in shall be deemed to be given in favour of the chairman of the meeting to which it relates.

21. Any Member may appoint an attorney who is a Member of the Association to act on his behalf at all meetings of the Association or all meetings of the Association during a specified period. Before the first meeting at which the attorney acts on the Members behalf a power of attorney shall be produced at the office of the Association or at such other place as maybe specified in the notice convening the meeting. At the first meeting, and at any subsequent meeting to which the power of attorney may relate, the attorney shall hand to the chairman of the meeting a properly executed declaration of non-revocation of the power of attorney.

22. Notwithstanding anything elsewhere in these Articles any resolution relating to any of the following matters shall be deemed not to have been carried unless it is passed at a meeting of the Association being a meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given, by a majority of not less than three - quarters of such Members of the Association as being entitled to do so vote in person or by proxy at that meeting:-

- a) any alteration to the Memorandum and Articles of Association of the Association;
- b) any resolution or other fact intended or which may result in the Association being wound up or placed in provisional liquidation or under official management;
- c) the sanctioning of the sale of the whole or any major part of the undertaking of the Association;
- d) any merger or amalgamation or change in the basic nature of the business of the Association;
- e) the appointment or removal of an auditor; and
- f) any remuneration package of any person or trust or trustee where that person or a person interested in the Trust is represented on the board.

## **FEDERAL COUNCIL**

23. The first Federal Council shall be those persons who are Councillors of the Federal Council of the unincorporated body referred to in Clause 2(a)(1) of the Associations Memorandum of Association at the date of incorporation of the Association and they shall hold the same offices in the Association as they held in the Federal Council of the unincorporated body and shall be deemed to have been appointed pursuant to and hold office subject to these Articles of Association.

- 24.
- a) Subject to Article 23, the Federal Council shall consist of Councillors elected annually by the Branches. The Branches other than the Tasmanian Branch shall each be entitled to be represented by an equal number of Councillors not exceeding two. The by-laws of the Association from the time being shall specify whether such Branches are to be represented by one Councillor or two Councillors. The Tasmanian Branch shall at all times be represented by only one Councillor. All Councillors shall be Ordinary Members or Honorary Life Members of the Association and shall be members of the Branch they represent.
  - b) Where only one of the two Councillors of a Branch is present at a Federal Council Meeting the Councillor present shall carry the full voting strength of the Branch he represents.

## **COUNCILLORS**

25. The number of Councillors shall be not less than five.
26. No auditor or partner or employee or employer of an auditor of the Company shall be capable of being appointed a Councillor or an alternate Councillor of the Association.
27. Subject to the provisions of the Code each Councillor may from time to time by writing under his hand or by telegram cablegram radiogram or other form of visible communication appoint any person (being a Member or Honorary Life Member of the Association and being a member of the Branch he represents who has been approved for appointment by the Branch) to act as an alternate Councillor in his place during such period as he thinks fit.
28. The following provisions shall apply to any such Alternate Councillor appointed under Article 27.
- a) He may be removed or suspended from office by written notice letter telegram cablegram radiogram or other form of visible communication sent to the Association by the Councillor by whom he was appointed;
  - b) He shall be entitled to receive notice of meetings of the Federal Council and if the Councillor by whom he was appointed is not present to attend meetings he shall be counted towards a quorum at such meetings and he shall be entitled to vote on all resolutions on which his appointor could vote had he so attended and where he is a Councillor in his own right, he shall have a separate vote on behalf of the Councillor he is representing in addition to his own vote;
  - c) At any meeting of Federal Council he shall be entitled to exercise all the powers (except the power to appoint an alternate Councillor) and perform all the duties of a Councillor if the Councillor by whom he was appointed is not present but shall not otherwise have power to act as a Councillor;
  - d) He shall ipso facto vacate office if the Councillor by whom he was appointed is removed or otherwise ceases to hold office for any reason;
  - e) He shall whilst acting as a Councillor be responsible to the Association for his own acts and defaults and shall not be deemed to be the agent of the Councillor by whom he was appointed;
  - f) He shall not be entitled to receive any remuneration from the Association but he shall be entitled to reimbursement for reasonable travelling and other expenses incurred by him on the Associations business to the same extent as Councillors;
  - g) He shall not be taken into account in determining the number of Directors for the purposes of Article 25;
  - h) He may act as an alternate for more than one Councillor.

29. Subject to the Code a Councillor who retires or whose office is vacated pursuant to these Articles shall be eligible for appointment to the Federal Council, save that a Councillor whose office is vacated pursuant to Articles 30, 31(a), 31(b) or 31(d), will not be eligible for re-election as a Councillor or appointment as an Alternate Councillor until such disability or disabilities as stated by those Articles is removed or in the case of his office being vacated pursuant to Article 30, the Association by special resolution agrees to his re-election or appointment.
30. The Association may by special resolution remove any Councillor at any time.
31. The office of a Councillor shall be automatically vacated:-
- a) if he becomes insolvent under administration;
  - b) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
  - c) if by notice in writing to the Association he resigns his office;
  - d) if his office is vacated or he is prohibited from being a Councillor under any of the provisions of the Code or any order made under the Code.

### **PROCEEDINGS OF COUNCILLORS**

- 32.
- a) Subject to these Articles, the Councillors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of the business of the Federal Council shall be any six Councillors from at least four Branches where the total number of Councillors permissible pursuant to Article 24(a) and the by-laws of the Association is ten or more and shall be any four Councillors from at least four Branches if the number of Councillors permissible is less than ten. A Councillor interested may be counted in a quorum notwithstanding his interest.
  - b) The Councillors may conduct their meetings by telephone or other means of communication without a Councillor or Councillors being in the physical presence of another Councillor or other Councillors.
  - c) A Councillor may at any time and the Federal Secretary upon the request of a Councillor shall convene a meeting of Federal Council.
  - d) Thirty (30) days notice at least of every Federal Council meeting shall be given to each Councillor, Alternate Councillor and each Branch Secretary. Such notice shall specify the place, day and hour of the meeting and the matters to be discussed thereat. The requirements of this Article as to notice of Federal Council meetings may be waived or varied with the unanimous written consent of all the Councillors for the time being.
33. The Councillors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as a quorum or the minimum number of Councillors they shall not act except in the case of emergency.
34. The Branch Committees shall have power to appoint Ordinary Members, or Honorary Life Members of their Branch to fill any vacancy or vacancies amongst their Councillor Representatives.
- 35.
- a) The Federal Council shall appoint annually from its members a President, Treasurer, First Vice-president and Second Vice-president. Should the President, First Vice-president or Second Vice-President have been elected to their respective offices for three consecutive years they shall be ineligible to be re-

elected to such office for a fourth consecutive year but shall be eligible for election to any other office. Should the Treasurer have been elected to that office for six consecutive years he shall be ineligible to be re-elected to such office for a seventh consecutive year but shall be eligible for election to any other office.

- b) The Executive of the Federal Council shall comprise the President, Treasurer, First Vice-president and one Councillor from each Branch not already represented on the Executive by an ex-officio member of the Executive. Non ex-officio members of the Executive shall be designated by the Branches from time to time from their elected Councillors. The Executive shall administer the day to day affairs of the Association between meetings of the Federal Council subject to the directions of the Federal Council.
36. The President, when present, shall be chairman at all meetings of the Federal Council. If the President is absent from the meeting then the First Vice-President shall chair the meeting. In the absence of both the President and the First Vice-President at the meeting the Councillors present shall choose one of their members to be chairman.
- 37.
- a) Subject to these Articles, questions arising at any meeting of Federal Council shall be decided by a majority of votes and a determination by a majority of Councillors shall for all purposes be deemed a determination of the Federal Council.
  - b) In case of an equality of votes on any question arising at a meeting of the Federal Council the chairman of the meeting shall have a second or casting vote.
38. Subject to the restrictions imposed during such period as the number of Councillors is below the minimum number a meeting of the Federal Council at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Association for the time being vested in or exercisable by the Federal Council generally.
39. A resolution in writing signed by all the Councillors for the time being not being less than a quorum shall be as valid and effectual as if it had been passed at a meeting of the Federal Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Councillors. For the purposes of this Article the signature of an Alternate Councillor shall be as effectual and may be substituted for the signature of his appointor.
40. The Federal Council may delegate any of its powers to committees consisting of such Member or Members of the Federal Council as it thinks fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Federal Council. The meetings and proceedings of any such committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the councillors so far as the same are applicable thereto and are not superseded by any regulations made by the Federal Council under this Article.
41. All acts done by any meeting of the Federal Council or of a committee of the Councillors or by any person acting as a Councillor shall be valid notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or election of any Councillor or person acting as a Councillor or that any Councillor was disqualified or had vacated office.
42. Any resolution properly passed at a duly convened meeting of the Federal Council at which a quorum is present shall be deemed to be a determination by all the Councillors or the Federal Council for the purposes of these Articles.

## **COUNCILLORS CONTRACTS**

- 43.
- a) No Councillor shall be disqualified by his office and notwithstanding any rule of law or equity to the contrary from contracting with the Association either as vendor

purchaser or otherwise; nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Councillor is in any way interested be avoided; nor shall any Councillor be liable to account to the Association for any profit arising from or realised by any such contract or arrangement by reason only of such Councillor holding that office or of the fiduciary relations thereby established provided that the nature of his interest must be declared by him or on his behalf in the manner and cases required by the Code. Failure to make and/or to record such disclosure as aforesaid shall not operate to avoid or render voidable any such contract, transaction or arrangement.

- b) A Councillor may vote as a Councillor in respect of any contract or arrangement in which he is so interested as aforesaid shall be counted in a quorum may affix the seal and may otherwise act in respect of such contract or arrangement.
- c) It shall be the duty of a Councillor who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Association to declare the nature of his interest at the meeting of the Federal Council at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Federal Council held after the acquisition of his interest; provided that a general notice by a Councillor that he is a member of any specified corporation, firm or any other body whether corporate or unincorporate and is to be regarded as interested in any contract which may after the date of such notice be made with that corporation, firm or other body shall subject to the conditions set out in section 228 (4) of the Code be deemed to be a sufficient declaration of interest in relation to any contract so made; and provided further that a Councillor shall not be deemed to be interested or to have been at any time interested in any contract or arrangement or proposed contract or arrangement (i) relating to any loan to the Association - merely by reason of the fact that he has guaranteed or joined in guaranteeing the repayment of such loan or any part of such loan or (ii) made or to be made with a corporation which under any provision of the Code is deemed to be related to Association - merely by reason of his being a Director of that corporation.
- d) It shall also be the duty of a Councillor who holds any office or possesses any property the holding of which office or the possession of which property might whether directly or indirectly create duties or interests in conflict with his duties or interests as a Councillor of the Association to declare at the first meeting of the Federal Council held after he becomes a Councillor all the relevant facts as to the holding of the office or the possession of the property or (if he is already a Councillor) at the first meeting of the Federal Council held after the relevant facts as to the holding of the office or the possession of the property came to his knowledge the fact of his holding such office or his possession of such property and the nature character and extent of the conflict.
- e) It shall be the duty of the secretary to record in the minutes of the meeting any declarations made or notices given by a Councillor as aforesaid.
- f) Failure to make and/or to record such disclosures as aforesaid shall not operate to void or render voidable any such contract, transaction or arrangement.

## **POWERS OF FEDERAL COUNCIL**

- 44. Subject to the Code the Councillors may exercise the voting power conferred by the shares in any corporation held or owned by the Association in such manner in all respects as they think fit including the exercise thereof in favour of any resolution appointing the Councillors or any of them Directors of any such corporation or voting or providing for the payment of remuneration to the Directors of such other corporation and as such may be or may become interested in the exercise of such voting rights as aforesaid.
- 45. Subject to the Code and to any provision of these Articles the business of the Association shall be managed by the Federal Council which may pay all expenses incurred in promoting and forming the Association, and may exercise all such powers of the

Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting.

46. Without limiting the generality of the foregoing Article the Federal Council: -
- a) Shall be the governing body of the Branches and may from time to time make alter and repeal rules it may deem necessary or expedient for the management and conduct of the business of the Branches.
  - b) Shall have entire control of the compilation and publication of the Associations Herd Book, and shall arrange all matters and may from time to time make alter and repeal such regulations affecting the entry and registration of stock in the Herd Book, litter register, and register of transfers or ownership and deaths it may deem necessary or expedient. Its decision in all matters relating to registration shall be final. It shall fix the fees for registration.

Unless otherwise determined by the Federal Council the rules and regulations of the unincorporated body referred to in Clause 2(1) of the Memorandum of Association relating to the Branches and registration of stock in the Herd Book and in force at the date of incorporation of the Association shall be and they are in so far as they are not inconsistent with or repugnant to these Articles or the Memorandum of Association hereby adopted as the rules and regulations of the Association and shall be deemed duly made by the Federal Council.

### **BORROWING POWERS**

47. Without limiting the generality of Article 45 the Federal Council may from time to time at its discretion borrow or raise any sum or sums of money and/or obtain other accommodation for the purpose of the Association and may secure the repayment of such sum or sums or the payment performance of fulfilment of any debts liabilities contracts or obligations incurred or undertaken by the Association in such manner and upon such terms and conditions in all respects as it thinks fit.
48. Subject to the Code if the Councillors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Association and/or the Associations obligations the Councillors notwithstanding their interest (if any) may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Association by way of indemnity to secure the Councillors or persons so becoming liable as aforesaid from any loss in respect of such liability.

### **COUNCILLORS RENUMERATION**

49. The Councillors shall be reimbursed so much of the expenses incurred in attending meetings of Federal Council and general meetings of the Association as the Federal Council shall from time to time determine.
50. The Councillors shall in addition to any reimbursement as aforesaid be entitled to be paid such reasonable travelling hotel and other expenses as may be incurred by them when engaged on other business of the Association as authorised by the Federal Council or its Executive. The Councillors shall be entitled to be paid expenses as aforesaid in respect of attending meetings of committees of the Association only provided that such committees are not convened at the same time as Federal Council meetings or general meetings of the Association.

### **MINUTES AND REGISTERS TO BE KEPT**

51. The Councillors shall cause to be duly entered in books provided for the purpose, within one month of the relevant meeting, minutes:-
- a) of the names of the Councillors present at each meeting of the Federal Council and of any committee of Councillors;



- b) of all declarations made or notices given by any Councillor (either generally or specially) of his interest in any contract or proposed contract or of his holding of any office or property whereby any conflict of duty or interest may arise;
- c) of all orders made by the Federal Council and committees of Council;
- d) of all resolutions and proceedings of general meetings of the Association and of meetings of the Federal Council and committees.

Any such minutes of any general meetings of the Association or any meetings of the Federal Council or of any committee of the Councillors shall be signed by the chairman of such meeting or by the chairman of the next succeeding meeting and if so signed shall be receivable as prima facie evidence of the matters stated in such minutes.

### **THE FEDERAL SECRETARY**

- 52. A Secretary of the Association to be known as the Federal Secretary shall be appointed by the Federal Council in accordance with the Code and shall be ordinarily resident in the State. The Federal Council may also appoint acting and assistant secretaries. Any such appointment may be for such term at such remuneration and upon such conditions as the Federal Council thinks fit and any person so appointed may be removed by it.

### **THE SEAL**

- 53. The Federal Council shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Federal Council or a committee of the Councillors and in the presence of at least once Councillor who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by another Councillor, the Federal Secretary, assistant secretary or some other person appointed by the Federal Council to countersign that document or a class of documents in which that document is included.
- 54. The Association may have for use in any place outside the State an official seal which shall be a facsimile of the common seal of the Association with the addition on its face of the name of every place where it is to be used and the person affixing any such official seal shall in writing under his hand certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

### **CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS**

- 55. All cheques bills of exchange promissory notes and other negotiable instruments shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Association by such persons and in such manner as the Federal Council may from time to time determine.

### **RESERVE FUNDS**

- 56. The Federal Council may set aside out of the income of the Association such sums as it thinks proper as reserves to meet contingencies or for repairing improving and maintaining any of the property of the Association and for such other purposes as the Federal Council in its absolute discretion thinks conducive to the interests of the Association; and shall review the amount and purpose of all such reserve funds at least annually; and may invest in authorised trustee investments the several sums so set aside upon such investments as it thinks fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Association and may divide the reserves into such special reserves as it thinks fit and employ the reserves or any part thereof in the business of the Association.
- 57. The Federal Council may re-value any assets of the Association.

## ACCOUNTING RECORDS

- 58.
- a) The Federal Council shall cause to be kept such accounting and other records as will correctly record and explain the transactions and financial position of the Association and enable true and fair profit and loss accounts and balance sheets and any documents required by the Code or these articles to be attached thereto be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.
  - b) The records referred to in sub-clause (a) shall be retained for seven years after the completion of the transactions or operations to which they respectively relate.
  - c) The records shall be kept at the recognised office of the Association or at such other place as the Federal Council think fit and shall at all times be open to inspection by the Councillors.
- 59.
- a) The Federal Council shall from time to time (subject to the provisions of the Code) determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them shall be open to the inspection of the Members; and no Member (not being a Councillor) shall have any right of inspecting any account or book or document of the Association except as conferred by the Code or under these Articles or authorised by the Federal Council or by a resolution of the Association in general meeting and no Member not being a Councillor shall be entitled to require or receive any information concerning the business trading or customers of the Association or any trade secret or secret process of or used by the Association.
  - b) The Association shall furnish to each Councillor and to each Member as soon as available and in any event within 120 days after the end of each financial year of the Association, copies of each balance sheet of the business of the Association as of the end of that financial year and of the profit and loss statement of the business of the Association during that financial year prepared in conformity with generally accepted accounting principles consistently maintained and applied in accordance with the Code.
60. At the annual general meeting in each year the Federal Council shall lay before the Association a profit and loss account for the last financial year of the Association.
61. The Federal Council shall cause to be made out in accordance with section 269(2) of the Code and to be laid before the Association in general meeting a duly audited balance sheet as at the date to which the profit and loss account is made up and there shall be attached to every such balance sheet a report by the Councillors with respect to the state of the Associations affairs and a statement by the Councillors in accordance with section 269(9) of the Code.
62. The profit and loss accounts balance sheets and reports and statement which in pursuance of the Code are to be laid before the Association in general meeting shall comply with all provisions of the Code relating thereto.
63. A copy of every balance sheet (including the profit and loss account and every document required by law to be annexed or attached thereto) which is to be laid before the Association in general meeting together with a copy of the auditors report on the balance sheet shall not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of general meetings.
64. Any Member whether he is or is not entitled to have sent to him copies of the Associations balance sheets and any holder of debentures of the Association shall be entitled to be furnished on demand without charge a copy of the last balance sheet of the Association (including every document required by law to be annexed or attached thereto) together with a copy of the auditors report on the balance sheet.

## **AUDIT**

65. The accounts of the Association shall be audited as provided in the Code in respect of each financial year of the Association and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors.
66. Auditors of the Association shall be appointed and may be removed and their remuneration rights and duties shall be regulated in accordance with the provisions of the Code.
67. A person shall not be appointed or act as auditor of the Association if he is:-
- a) An officer of the Association its holding Company or any subsidiary company;
  - b) A partner employer or employee of an officer of the Association its holding company or any subsidiary company; or
  - c) A partner or employee of any employee of an officer of the Association its holding company or any subsidiary company.

In this article "officer" includes and Councillor Secretary or employee of the Association.

68. Every account of the Association when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

## **NOTICES**

69. A notice may be served by the Association upon any Member either personally or by telex or telefax to the relevant telex or telefax number of the Member as shown on the register or by sending it through the post in a prepaid letter envelope or wrapper addressed to such Member at his registered address.
70. In the case of a Member whose registered address is outside the country in which a notice is posted the notice shall be sent by airmail in an envelope bearing the requisite postage.
71. Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same is posted unless sent by airmail to an address outside the country in which it was posted in which case it shall be deemed to have been served on the seventh day following that on which the envelope containing it is posted. A notice sent by telex or telefax shall be deemed to have been received on the same day that it is sent provided that if the number to which it is sent is outside Australia then it shall be deemed served on the day following the day it is sent unless there is a confirmed answerback in which situation it shall be deemed served on the day the answerback is received.
72. In proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice and bearing the requisite stamps was properly addressed and put into the post office. A certificate in writing signed by any manager secretary or other officer of the Association that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
73. The signature to any notice to be given by the Association may be written or printed.
74. Where a given number of days notice or notice extending over any other period is required to be given the day on which notice is deemed to be served and in the case of notice convening a meeting the day on which the meeting is to be held shall be excluded from the number of days or other period.

## **WINDING UP**

75. If upon the winding up 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 amongst the Members, but shall be dealt with as provided by Clause 7 of the Memorandum of this company.

## **INDEMNITY**

76. Every Councillor manager or officer of the Association or any person employed by the Association as auditor shall be indemnified out of the funds of the Association against all liability incurred by him as such Councillor manager officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in connection with any application under the Code in which relief is given to him by the court.

## **BRANCHES**

- 77.
- a) Management of each Branch shall be in the hands of a Committee of not less than three (3) members. The members of each Branch Committee shall be elected annually by the members of that Branch in General Meeting. Such Committee shall include a Branch President and a Branch Vice-President who shall be elected to such positions by the members at the Branch Annual General Meeting unless at a Branch General Meeting a Branch Regulation has been adopted by which the power of appointment of Branch President and Branch Vice-President has been delegated to the Committee of Management.
  - b) The Branch Committee shall have the power to fill-up casual vacancies.
  - c) The continuing Committee Members may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed the Committee then shall not except for the purpose of filling vacancies or convening Branch General Meetings act so long as the number is below the minimum.
  - d) The Branch Committee shall appoint a Branch Secretary and a Branch Treasurer who need not be a member of the Association. The offices of the Branch Secretary and Branch Treasurer may be combined and held by the one person.
  - e) The provisions of Article 43 shall apply in like manner to the members of the Branch Committees as they apply to members of Federal Council.
78. A Branch shall have power to elect honorary life members and honorary members to the Branch in like manner to the Association and such persons shall not be required to pay entrance fees or annual subscriptions.
79. The representatives of a Branch on the Federal Council including approved Alternate Councillors shall be elected from the Branch Committee at the first meeting of the Branch committee after each Branch Annual General Meeting.
80. The first Branch Committee of each Branch shall be those persons who are the Branch Committee members of the Branches of the unincorporated body referred to in Clause 2(a)(1) of the Associations Memorandum of Association at the date of incorporation of the Association and they shall hold the same offices in the Branch Committee as they held in the Branch Committee of the unincorporated body and shall be deemed to have been appointed pursuant to and hold office subject to these Articles of Association.
81. All General Meetings of a Branch shall be called by the Branch Secretary at the direction of the President, the Federal Council, the Branch President, and the Branch Committee or on the written requisition of at least three (3) members of the Branch.

82. All meetings of a Branch Committee shall be called by the Branch Secretary at the direction of the President, the Federal Council, the Branch President, the Branch Committee or on the written request of not less than two (2) members of the Branch Committee.
83. Not less than twenty-one (21) days notice of all Branch General Meetings and not less than seven (7) days notice of all Branch Committee Meetings shall be given.
84. The quorum necessary for the transaction of business of a Branch Committee shall be three (3) Committee Members or such greater number as the Branch Committee may from time to time decide. A Committee Member interested may be counted in a quorum notwithstanding that interest.
85. A Branch Committee may divide a state into districts and may appoint in each district a corresponding representative whose duties shall be to assist and inform breeders in the district in connection with all matters relating to the Association and to endeavour to forward the industry of pig breeding and feeding in that district.
- 86.
- a) The Annual General Meeting of each Branch shall take place as soon as convenient after the end of the financial year and not more than three (3) months after such end.
  - b) Members may vote in person or, subject to the adoption of a branch regulation to the contrary, by proxy. If voting by proxy is permitted a blank proxy form shall be enclosed with each notice of meeting.
  - c) Subject to sub-paragraph (b) of the Article the proceedings at General Meetings of Branches shall be conducted in like manner to the proceedings at General Meetings of the Association. The quorum necessary for the transaction of business shall be six members counted in accordance with the provisions of Article 8.
  - d) Resolutions of members at a Branch General Meeting shall be in the form of recommendations to the Branch Committee.
87. The provisions of Articles 69 to 74 relating to service of notices shall apply to any notice to be served by or upon a Branch.
88. The Branch President, when present, shall be chairman at all meetings of a Branch Committee. If the Branch President is absent from the meeting then the Branch Vice-President shall chair the meeting. In the absence of both the Branch President and the Branch Vice-President the Committee Members present shall choose one of their members to be chairman.
- 89.
- a) Subject to these Articles, questions arising at any meeting of a Branch Committee shall be decided by a majority of votes and a determination by a majority of Committee Members shall for all purposes be deemed a determination of the Branch.
  - b) In case of an equality of votes and any question arising at a meeting of a Branch Committee the chairman of the meeting shall have a second or casting vote.
90. Subject to the restrictions imposed during such period as the number of Committee members is below the minimum number a meeting of a Branch Committee at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Association or under delegation from the Federal Council for the time being vested in or exercisable by the Branch Committee generally.
91. A resolution in writing signed by all the Committee Members for the time being not being less than a quorum shall be as valid and effectual as if it had been passed at a meeting of a Branch Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.

92. Every Branch shall once at least in every three (3) months send to the Federal Council a full report of all the business transacted by such Branch Committee and of all other matters of interest to the Association coming to the notice of such Branch Committee since the previous report.
93. Every Branch Committee shall cause full and true accounts to be kept of all the transactions and engagements of such Branch Committee and of the profit or loss resulting therefrom and shall once at least every year at such times as may be required by the Federal Council send to the Federal Council all the book and account and other books and documents necessary to enable the auditors of the Association property to audit such accounts.
94. Every Branch Committee may subject to any regulations made by the Federal Council appoint pay and dismiss any of its own officers and servants and any of the officers and servants of the Association for the time being if attached to such Branch.
95. Each Branch Committee shall cause proper minutes to be made of the proceedings of all meetings of the Committee and of the attendance of the members of the Committee thereat respectively and of all orders and resolutions made and passed at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman at the next succeeding meeting shall be receivable as evidence in all legal proceedings and until the contrary is proved shall be considered as a correct record of proceedings at a meeting properly held and convened.
96. Every Sub-Committee of any Branch Committee shall keep minutes of its proceedings and report them from time to time to the Branch Committee by which it shall have been appointed.
97. Each Branch Committee may make Branch Regulations for the management and conduct of the Branch provided they are not inconsistent with the memorandum of Association, these Articles of Association or the rules and regulations made from time to time by the Federal Council. Any Branch Regulation may be overruled or disallowed by the Federal Council.
98. Every Councillor though elected to serve from a particular Branch shall be at liberty to attend all meetings of any Branch Committee and to take part in its deliberations but shall not vote at or otherwise interfere in the business of any Branch Committee other than that to which he shall have been elected. Every Councillor shall have free access to the books papers accounts and all other records of the Association whether of a Branch or Federal Council or wherever the same may be kept.

## **SUBSCRIBERS**

We the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agreed to the foregoing Articles of Association.

Signatures of Subscribers

Witnesses to Signatures and  
Address of Witnesses

MALCOLM JOHN WANDEL

ALAN ROBERT FYFE

LESLIE WILLIAM DENSLEY

BRUCE JOSEPH HAMBLIN

ADRIAN KEITH SAINES