

ARTICLES OF ASSOCIATION
OF
AUSTRALIAN PINZGAUERS BREEDERS ASSOCIATION LTD

INDEX

CLAUSE No	SUBJECT MATTER	PAGES(S)
1	INTERPRETATION.....	2-4
2	MEMBERSHIP.....	5
3	CLASSES OF MEMBERSHIP.....	5
4	MEMBERS SPONSORED BY FIRMS.....	7
5	REGISTER OF MEMBERS.....	7
6	OBLIGATION OF MEMBERS.....	7
7	ENTRANCE FEES AND SUBSCRIPTIONS.....	7
8	MISCONDUCT OF MEMBERS.....	9
9	CESSATION OF MEMBERSHIP & COUNCILLORSHIP	9
10	COUNCIL.....	10
11	POWERS OF COUNCIL.....	11
12	ELECTION OF COUNCILLORS.....	12
13	COUNCIL VACANCIES.....	14
14	COUNCILLORS.....	14
15	OTHER OFFICERS.....	15
16	COMMITTEES.....	16
17	BRANCHES.....	17
18	ACTS OF COUNCIL AND COMMITTEES.....	17
19	SECRETARIAT.....	17
20	MEETINGS.....	18
21	QUORUM.....	19
22	PROCEEDINGS AT MEETINGS.....	19
23	VOTING DECISIONS.....	20
24	VOTING BY PROXY.....	21
25	BYLAWS.....	21
26	CONFERENCES.....	21
27	COMMON SEAL.....	22
28	AMENDMENTS.....	22
29	PROXY FORM.....	23

1. INTERPRETATION

Unless the contrary intention appears:

' Act ' means the Corporations Act 1989 as amended from time to time.

' Amendments ' refers to singular or plural amendment these Articles.

' Article' means these rules is from time to time amended by addition, alteration or deletion pursuant to the provisions hereinafter contained.

' Association' where herein used refers to Australian Pinzgauers Breeders Association Ltd.

' Ballot ' means the procedure of voting in general meeting where requested by three eligible members present in person or by proxy but not by postal vote other than for election of Council or as directed by Council or special voting requirements outside a general meeting. The ballot shall take place by issue ballot slips to be returned, signed or endorsed by the returning officer in the case of proxy votes.

' Books' include any register document or other record of information and any accounts or accounting records, however compiled, recorded or stored.

' Breed' means the Pinzgauer breed of cattle.

' Breeder' in relation to an animal denotes the person registered or entitled to be registered as the owner of the animal at the date of its birth.

' Bylaws' means the bylaws of the Association as from time to time amended and in force.

' Cheque' means cheque, bill of exchange or other negotiable instrument.

' Commission' means the Australian Securities Commission.

' Committee' means any group of eligible members elected to perform functions laid down by the rules, and shall include branch committee in such interpretation.

' Australia' means each of the States and Territories of Australia and includes its external territories.

' Computerised' means any action or record in which a computer terminal or microcomputer is utilised.

'Council ' means the Board of Directors of the Association.

' Councillor ' means an elected member of the Association who sits on the Council.

' Eligible Member ' means a bona fide Full, Honorary Life or Foundation member who holds that qualification on or before a date seven days prior to any meeting at which voters are to be taken and who is a member who has registered or transferred in the herd book at least one (1) animal within the immediately previous one (1) year period; or who can otherwise provide evidence to the satisfaction of Council of having a demonstrable interest in the breeding of Pinzgauers.

' Financial Member ' means a member who is not in default in payment of any subscription or any other fees payable by him in accordance with the Rules of the Association.

' Financial Year ' or ' Year ' means each period of 12 months, commencing the first day of January

' Firm ' means any unincorporated body such as a partnership, Trust, Association, society, institution or family.

' Good Standing ' in relation to membership means a member who is not suspension from the Association.

' Herd Book ' means the herd book of the Association; which shall include any appendices and amendments thereto; whereby records of individual Pinzgauers animals are kept for registration purposes, whether published or not, contain computer tapes, computer disks, microfilm or such other information storage systems as may be approved by Council from time to time.

' Herdbook Manager ' refers to the function of the secretariat as the Herdbook repository and, and a databank for receipt and processing of animal information.

' International Association ' means the International Pinzgauers Cattle Breeder's Association.

' Meeting ' means a general meeting of members of the Association convened in accordance with these Articles.

' Member ' means a person whose name is recorded on the membership register. Any member who is not a natural person shall nominate in writing a natural person to represent it in all transactions between it and the Association.

' Membership register ' means the register of members in which shall also be entered any herd prefixes of such full, honorary life or foundation members.

' Officer ' of the Association shall be deemed to include the President, Vice President, Secretary, Treasurer and other Council members or any other person, by whatever name called, who is concerned, or takes part, in the management of the affairs of the Association, the Executive Secretary, or the holder of any other office established by

the rules (except a patron or the holder of some other honorary position which confers no right to participate in management of the affairs of the Association).

' Official Registrar ' refers to the officer charged by a General Meeting of members with the responsibility of maintaining and overseeing the Pinzgauer Herdbook including maintenance of standards and performance individuation of Association livestock records in conjunction with a Herdbook manager if such a position is established under an Association.

' Person ' includes natural person company in any other incorporated body who or which is a legal person.

' Pinzgauer ' means Pinzgauer blood animals that are eligible for entry in or are entered in the Herdbook.

' Pinzgauer Registry ' means the association's official collection of membership and animal-related documents pertinent to the keeping of efficient records for the Association.

' Present ' in relation to presence or absence at a general meeting of the Association, its Council or a committee of Council; unless required to be present ' in person ' ; is to imply and include members voting by post and proxy voting members as being ' present ' for the purposes of the meetings, where each such type of presence is so approved for the purposes of voting decisions as set out in these Articles.

' Region ' means a geographic region within Australia as determined by Council from time to time.

' Registered Herd ' means a herd with an Association-approved herd name.

' Regulations ' means the regulations made under the Act, as amended from time to time.

' Returning Officer ' means the Minute Secretary for the time being or any other person specifically appointed by Council for the purpose of receipt of voting returns.

' Rules ' means the Memorandum, Articles and Bylaws as amended from time to time.

' Secretary ' means the Secretary of the Association and where the context reasonably permits shall include any person for the time being exercising the duties and enjoying the privileges normally exercised and enjoyed by the secretary.

' State ' means a State or Territory of Australia.

' Writing ' implies written or printed or partly written and partly printed, and includes typed, printed, roneoed, videotaped, produced on visual slide or by other means of producing words in visible form.

' Year ' means ' Financial Year ' .

Where the context requires it, the singular shall include the plural and vice versa and the masculine gender shall include the feminine.

2. MEMBERSHIP

- (a) Any person may be admitted to membership of the Association by the Council at any time provided requirements specified in clause 3 are adhered to.
- (b) All members shall be bound by and shall at all times observe and comply with the Rules.
- (c) Any person (including those who qualify under clause 4), desiring to become a member of the Association shall submit his full name and address, and other particulars on the prescribed Application for Membership, together with the entrance fee and annual subscription to the Secretary and upon receiving his acknowledgement shall become possessed of the rights and privileges of membership until the expiration of the then current financial year, subject to subclause 2 (e) and ratification by the Council at its next meeting. The form of application for membership shall be as laid down by Council from time to time.
- (d) An application will be considered accepted if passed by a simple majority of Council. The Council May refuse an application without assigning any reason therefore. The secretary shall keep a record of the voting. If the application is not accepted that the entrance fee and annual subscription so paid shall be refunded to the applicant forthwith.
- (e) The secretary shall reject an application for membership, without reference to Council, if there shall be no payment of the necessary fees or failure to apply for a herd name and prefix in the case of Full and Foundation (full) members.

3. CLASSES OF MEMBERSHIP

There shall be the following classes of membership of the Association:

- (a) for residents of Australia only:
 - (i) Full Member -- which shall only include those producers actively engaged in the breeding of registered Pinzgauer stock or who can demonstrate to the satisfaction Council documented interest in the breeding of Pinzgauers and who pay the annual full member subscription and the initial entrance fee. A full member shall be entitled to all rights and privileges of the Association and in particular shall have full voting rights, may be elected to an office of the Association, shall receive all mailings and publicity, may attend all general meetings and May (if invited so to do) attend the Council and committee meetings and shall be able to register stock of the Herdbook. Full members are encouraged to join Breedplan and to take an active part in local beef improvement associations.

Every person seeking full membership (and hence registration of livestock) shall apply for a Herd Name and Herd Prefix for

enrolment of his herd and shall with his application and other fees which would be payable upon acceptance of his application. Where an applicant fails to fulfil these requirements membership and annual registrations shall be refused.

- (ii) Foundation Member -- which shall be for the purpose of funding the Association in its formative years and shall mean any existing full member or new applicant for full membership who applies to the Council in writing and lodges a fee to be determined by Council. The applicant shall become a foundation member of upon acceptance of this application by Council such members shall be exempt from future membership subscriptions for a period of ten (10) calendar years. Otherwise such members are to be entitled to all the rights and privileges and responsibilities of full members.
 - (iii) Junior Member -- which shall include all members under the age of eighteen (18) years. Such persons shall be admitted on payment of the initial entrance fee, and in each year shall pay the annual subscription for junior members until the end of the financial year in which that person reaches the age of eighteen (18) years. No voting rights apply that junior members may attend general meetings and shall receive all mailings and publicity. Junior members may register animals in the Herdbook under a parents herd name and he and prefix.
- (b) For residents and non-residents of Australia alike:
- (i) Associate Member -- which shall include producers who own or run a commercial herd with a genuine interest in using Pinzgauer blood (registered or otherwise) in their operation and also persons who are interested in the welfare of the breed of the Association and you pay the annual Associate Member subscription. An associate member shall have no voting rights which I receive all mailings and publicity, may attend general meetings and may (if invited so to do) attend council or committee meetings. Associate members are encouraged to take an active role in local beef improvement associations.
 - (ii) Affiliate Member -- you shall be appointed from amongst them members of any society, Association or club, with which the Association is affiliated. Fees (if any) shall be determined by Council. In affiliate member not have the right to hold office nor the right to vote at any meeting of the Association, but shall receive all mailings and publicity and may attend general meetings and may (if invited so to do) attend the Council and committee meetings.
 - (iii) Honorary Life Member -- who shall be elected by the Association in general meeting where such person, in the opinion of the Council has: by his past services to the Association, created an exceptional development in the breed, or promoted the interests of the breed true advancement of the objectives and interests of the Association. An honorary life member shall have all the rights,

privileges and responsibilities of a full member but shall not be liable for annual subscriptions.

4. MEMBERS SPONSORED BY FIRMS

Any adult natural person who sponsored in writing by any firm to apply for membership of the Association may use the qualifications of that firm as to ownership or interest in the breed or otherwise qualify for membership of any class. Any such person who has admitted to membership of the Association shall be personally subject to the same rights and liabilities as all other members of the same class, save and except that the firm by which that member was so sponsored may at any time by notice in writing to the Association withdraw its sponsorship of the said member whereupon the membership of that member shall forthwith cease and determine. Any member who qualified for membership under the terms of this clause may subsequently qualify for unrestricted membership of any other class in his own right upon the provision of appropriate evidence of ownership or interest.

5. REGISTER OF MEMBERS

A register of members shall form part of the Pinzgauer Registry, in which the name and address of every member and where appropriate a members herd name and prefix shall be recorded. This register shall be kept in the office of the Association shall be available to members for inspection at all reasonable times during ordinary business hours. Each member shall notify the Association of any change of address and every such change should be recorded in the register.

6. OBLIGATION OF MEMBERS

Each member shall receive a copy of the Rules. On making an Application for Membership, each intending member shall be informed of the obligation of members to follow these Rules. Endorsement by the applicant signature of an application for membership on payment of the required fee shall be taken to:

- (a) confirm a member's willingness to comply with, act and be governed by the provisions thereof, along with provisions of any alterations or additions thereto subsequently effected in accordance with clauses 25 and 28.
- (b) Can solve every person concerned in reasonably carrying out and enforcing such Rules against such member from all personal responsibility or legal liability on such account.

7. ENTRANCE FEES AND SUBSCRIPTIONS

- (a) Every applicant at the time of applying for membership of the Association shall pay such entrance fees as may from time to time be prescribed by the Council.

- (b) An annual subscription shall be payable by every member (not being a foundation or honorary life member) due at the beginning of the financial year. Any fees not paid within thirty (30) days of that date shall be subject to a late penalty fee of twenty-five percent of the current subscription.
- (c) Unless otherwise determined by Council, the level of all subscriptions shall be automatically adjusted that the commencement of each financial year by a percentage equal to the percentage movement in the Consumer Price Index for Melbourne (all groups) during the 12 months ending on 30 September next proceeding the next commencement.
- (d) Pro rata subscriptions shall apply as follows to new membership applications received:
 - i. 1 January to 30 June -- annual membership plus initial entrance fee;
 - ii. 1 July to 31 December -- 50% of annual membership plus initial entrance fee
- (e) *if a member fails to pay his annual subscription within three months of each subscription becoming due: 10/4/1992 this is deleted and replaced by:*
- (e) if a member fails to pay his annual subscription on or prior to the due date:
 - i. He shall not thereafter during the period of any such default entitled to enjoy, or to exercise any of the privileges of membership, including entitlement to nominate any member full Council, nor to vote on any matter at any meeting of the Association, nor be eligible for nomination for a seat on the Council;
 - ii. the Council may call upon him by notice (in accordance with subclause 20 (c) less exempt under subclause 11 (b) (vi)) to pay the same plus penalty fees applicable in full on or before a date to be specified in the notice (not being earlier than 30 days of the date of the giving of such notice). If the member shall fail to make good his default by payment of the amount owing in full after 12 months, the Council may --
 - i. by notice as aforesaid, forthwith terminate his membership pursuant to subclause nine (a) (iv) and alternatively, or in addition;
 - ii. cancel any or all entries in the Herdbook of animals of which he is the recorded owner.
- (f) In order to be reinstated to membership a member who has had his membership terminated must pay all arrears as at the time of termination of membership and reapply for membership. If successful you must pay the entrance fee and annual subscription appropriate at the time. Any animal entries cancelled in the Herdbook, as result of termination of membership as aforementioned, may be reregistered provided for registration fees are paid (with age limit requirements waived provided a period not greater than 12 months has passed since payment of any previous standard fees).
- (g) Unregistered animals that are eligible for reinstatement may be reregistered councils discretion on representation Council on payment of relevant fees.

8. MISCONDUCT OF MEMBERS

- (a) if any member shall wilfully infringed in any of the rules of the Association or be (in the opinion of the Council) guilty of any conduct prejudicial to the interests of the Association or unethical conduct or conduct which in the opinion of the Council shall render him unfit for membership the Council shall have the power to reprimand suspend for such period as it considers fit, accept the resignation of or expel such member and raise his name from the Register of Members. No member shall be reprimand and suspended or expelled unless such member shall by notice in writing by certified mail letter posted on his last known address be notified of the charge against him at least 14 clear days before the meeting of the Council at which such charges to be heard. The member charged shall be entitled to attend the hearing from the purpose of answering the charge. The voting by members of the Council present may be by secret ballot and had no notion of the Council to reprimand suspend or expel a member shall be deemed to be passed unless at least two thirds of the members of the Council present vote in favour of such motion. If the member fails to attend at the time and place notified without reasonable excuse to charge or complain shall be heard and built with and the Council will decide on the evidence before it notwithstanding the absence of such member. Any decision of the Council on such hearing or any adjournment thereof shall be final and the Council shall not be required to assign any reason for its decision. The Council may at its discretion order the refund of any subscription or any part of it to any member during the current financial year in which he shall be expelled or suspended.
- (b) No member or registered owner shall enter an animal for exhibition or competition or present an animal before a judge or assess if the animal has been subjected to any operation materially altering the structure of the natural confirmation of any part of the animal's body whether by introduction liquids or other substances subcutaneously or otherwise into any part of the body or any surgical or chemical operation, correcting, deleting or minimising the effects or changing by exaggeration or otherwise the natural conformation of the animal. Any member offending this provision shall be deemed to be guilty of unethical conduct.
- (c) Subclause 8 (b) does not apply to normally accepted husbandry practices.
- (d) No member or registered owner shall exhibit a registered animal in any show or exhibition will advertise any animal in any paper, periodical or pamphlet and any but it's registered name or as having any tattoo other than its registered tattooed.

9. CESSATION OF MEMBERSHIP AND COUNCILLORSHIP

- (a) a member shall cease to be a member of the Association:
 - (i) if he shall resign by notice in writing to the secretary to that effect;
 - (ii) if he shall die or being a company shall go or be put into liquidation;

- (iii) if he shall become a mentally ill persons or and incapable person within the meaning of the Mental Health Act of any state in which he is resident;
 - (iv) if he shall not have paid his subscription pursuant to subclause 7 (e) (ii);
 - (v) if he is an undischarged bankrupt;
 - (vi) if as a Full or Foundation member who fails to abide by the requirements specified in subclause 3 (a) (i); provided that the state of a deceased member may by its legal personal representative and a company in liquidation may by its liquidator continue as a member of the Association if notice in writing declaring such representative's or such liquidator's wish to do so shall be given by the legal personal representative or the liquidator as the case may be to the Secretary.
- (b) Membership of the Association by a corporation shall not be prejudiced by reason only of any change in the Memorandum or Articles of Association of a corporation or by any alteration in the composition of its shareholding.
- (c) A member shall remain liable to pay all monies owing by him notwithstanding that he has ceased to be a member.
- (d) A member shall cease to be a Councillor if he shall:
- (i) Miss two (2) consecutive meetings of Council without sufficient cause and notification being given beforehand;
 - (ii) cease to be a member of the Association;
 - (iii) by notice in writing to that effect given to the Secretary, resign his office;
 - (iv) have his appointment revoked by resolution of Council and its resolution is ratified by a general meeting of members.

10. COUNCIL

- (a) the Council shall consist of a maximum of 16 members or fifty percent (50% of eligible members whichever is the less; voted on by eligible members at each Annual General Meeting.
- (b) The number of regions where eligible members are residing shall determine the initial number of Councillors, and one seat shall be reserved for every such regional representative. At no time shall more than four (4) councillors reside in any one region. *(26/9/1995 changed from three councillors to 4 councillors)* in the event of any region with eligible members not being represented such seats shall remain vacant until filled by a regional representative at some later date. In the event of more than four representatives from one region being nominated, only those four with the highest number of votes shall be elected. The remaining councillors shall be determined in proportion to eligible membership is determined by the Returning Officer prior to each meeting pursuant to subclauses 12 (d & e) and with due consideration given to subclause 12 (j).
- (c) The Council may indicate when seeking nominations that you consideration should be given to the election of a wider representation of enterprise interests of members as possible, namely Vealers, Yearlings, Albeit, Dairying, Dairy Beef, Crossbreeding and Mixed Farming.

- (d) Members are elected, the Council shall elect the office bearers immediately following the Annual General Meeting, provided however that if an office bearer is to be a paid employee, then he shall hold office at the pleasure of the Council. Office bearers shall consist of a President, Vice-President, Secretary (or Executive Secretary if appointed pursuant to subclause 19 (b)), Minute Secretary (if an Executive Secretary be appointed), Treasurer and Publicity Officer.
- (e) Following the election of office bearers pursuant to subclause 10 (d), Council made FAC said the vote on the appointment of an Immediate Past President as an additional office bearer and member of Council.
- (f) Councillors shall be elected for two years with half the councillors standing down each year and each councillor shall not be eligible for re-election for more than five consecutive terms. The identity of those councillors to stand down at the end of the first year of office shall be determined by what.
- (g) If an insufficient number of councillors are elected pursuant to clause 10 (a) the Council may co-opt additional eligible members for that purpose or to fill casual vacancies as they occur.

11. POWERS OF COUNCIL

- (a) Management of the business and general affairs of the Association shall be vested in the Council who may exercise all such powers and do all such eight and things as are or shall be authorised or directed to be done by statute or these articles.
- (b) In furtherance and not in limitation of the general powers conferred or implied by subclause 11 (a), but subject nevertheless to any specific limitation of these powers, it is expressly declared that the Council shall be entrusted with and may exercise and perform the following:
 - (i) delegate authority -- subject to these articles and any directions that may from time to time be given to the Council by resolution passed by a majority of three quarters of members present and voting a general meeting, the Council may delegate by Power Of Attorney or otherwise any of its powers to a committee and upon such terms and conditions as the Council May from time to time think fit stock meet -- as determined but notwithstanding the foregoing provisions to hold meetings at least twice a year. The location of each Council meeting shall be rotated region by region according to the location of constituent regional representatives in such Council. Minutes of all resolutions shall be entered in the book kept for such purposes;
 - (iii) appoint committees -- from time to time, comprising any one or more of their number, together with the option of inviting other members of the Association for such purpose as Council thinks fit provided that the Council may at any time revoke any appointment or any authority so made or given and may disband any committee by notice to that effect;
 - (iv) suspend members -- subject to clause 8 where such members, in the opinion of the Council have infringed any of the rules and their

conduct is prejudicial to the interests of the Association. Such members shall not be entitled to vote at any meeting or to enjoy any of the other benefits of membership until such suspension expires.

- (v) Expel members -- subject to the provisions of clause 8 if at any time the Council shall be of the opinion that the interests of the Association so require it.
- (vi) Grant leave of absence -- for up to one year, during which period no subscription shall be payable;
- (vii) admit new members -- according to the criteria set out in clause 2;
- (viii) interpret and enforce the rules **from** time to time;
- (ix) regulate its own proceedings;
- (x) arrange for publication of such information and hold such meetings will communication of information and make it expedient for the purposes kind in the objects of the Association.
- (xi) Make from time to time such Bylaws as to the qualification or nature, form and content of, and terms and conditions of entry in, and also time, noted in terms of issue of the Herdbook and any supplement thereof;
- (xii) acquire for the Association any pedigree or publication including the copyright thereof respectively (if any) the possession of which they may deem likely to be in any way advantageous to the Association and may establish publications devoted to all bearing upon any objects of the Association;

12. ELECTION OF COUNCILLORS

- (a) pursuant to clause is 10 and 23 the rules for election to the Council shall be:
 - (i) members who currently hold a Council, committee or similar position in another cattle breed association or society shall be ineligible to stand for membership of Council. All other eligible members in good standing may be councillors of the Association;
 - (ii) subject to these Articles, no employee of the Association shall be precluded by reason of that employment being elected as a member of the Council;
 - (iii) *deleted*
 - (iv) the offices of Secretary and Treasurer may not be simultaneously film by the same person;
 - (v) if more candidates are nominated than required, and the elections shall be by ballot, provided that any nominated member may withdraw at any stage prior to the ballot. A ballot paper shall be informal on which appears votes for less than the number of regions represented by candidates or if more than four (4) votes are given for one regions representation. Retiring officers shall be eligible for re-election provided subclause 12 (a) (iii) is adhered to. *26/9/1995 changed from 3 votes to 4 votes*

- (b) The Secretary shall, not less than 63 days and not more than 84 days prior to the date of the next Annual General Meeting, by notice to members, call for nominations to Council.
- (c) Nominations for the election of Councillors shall be in writing, signed by the nominator and nominee and shall be lodged with the secretary within 28 days after the date of the secretary's notice calling for nominations, provided however that at the first Annual General Meeting of the Association only, nominations for the election of Councillors shall be accepted from the floor of that meeting.
- (d) Within seven days after the closing date for nominations, the secretary shall print and distribute ballot papers for the election of councillors and each ballot paper shall set out the surnames (followed by the Christian names) in alphabetical order of members so nominated with an indication of their region residence, together with instructions for voting including the need to vote for at least one person from each region represented and no more than four (4) for any one region, and that the provisions of subclause 10 (c) should be considered. The ballot papers and instructions shall be posted to every eligible member within the said period of seven days after the closing date for nominations. Each ballot paper shall require the signature and designated herd letters of the person eligible to cast a vote to be placed on an envelope containing the voting paper appended to it so that such signature may be detached by the returning officer or his nominee.
- (e) In issuing voting instructions the Secretary shall ensure that the name of any retiring members appearing on the list shall be marked with an asterisk and the total number of eligible members in each region shall be indicated on each ballot paper.
- (f) The Secretary shall if required by Council, appoint a returning officer as a council representative by memorandum in writing.
- (g) The ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the secretary and returning officer.
- (h) The ballot to close at 4.00 PM (in the time zone of residence of the returning officer) in the afternoon of the day, seven days preceding the date of the Annual General Meeting.
- (i) The Returning Officer, after counting of votes, shall certify in writing to the chairperson at the Annual General Meeting the result of the ballot, and the chairperson shall declare that such persons as shall be elected in accordance with these Articles.
- (j) In the event of an equality of votes preventing the outright election all councillors, the remaining number of Councillors required shall be determined by lot from those candidates with an equal number of votes, the next in line for election. If a vacancy occurs in Council pursuant to subclause 13 (a) and remaining equal the nominee from depreciating

election of Councillors shall be appointed to the Council in priority to other appointees.

- (k) The election of each councillor shall take effect as a close of the Annual General Meeting at which the ballot was declared.

13. COUNCIL VACANCIES

- (a) Should a Secretary, Treasurer or Publicity Officer cease to hold office during his term of office, his replacement shall be appointed from within the Council and the remaining councillors may appoint any eligible member to be a non-office bearing Council pursuant to subclauses 12 (a) (i) and 12 (j), until the next succeeding Annual General Meeting.
- (b) If a vacancy shall occur in the office of President then the Vice President shall assume his office and any such appointees shall hold office until the next succeeding Annual General Meeting, when any councillor so appointed shall not be taken into account in determining the councillors who retire by virtue of subclause 12 (a) (iii) at that meeting.
- (c) If a vacancy shall occur in the office of Vice President the Council shall fill the vacancy from among the existing councillors and any such appointee shall hold office until the next succeeding Annual General Meeting.
- (d) Council may co-opt any eligible member to fill any casual vacancy on Council for the balance of the term.

14. COUNCILLORS

- (a) Each councillor shall to the best of his ability keep his fellow councillors informed at all times of all matters affecting the breed. Each councillor shall at council meetings and during his deliberations have an impartial regard to the common interest of the breed at all breeders as a whole. It is the duty of all councillors to administer the Association's affairs in the common interest of the breed with the following specifications, subject always to determinations of Council in accordance with the powers conferred upon it by the rules:
 - (i) President -- the President shall be the Chief Executive Officer and shall preside at all General and Council meetings. He shall officially represent the Association and exercise a supervisory authority of all Association matters and present a report of the activities of the Association at the Annual General Meeting;
 - (ii) Vice-President -- the Vice President shall assist the President in the exercise of his duties and deputise for the President as required;
 - (iii) Immediate Past President -- the Immediate past President shall support the other office bearers and execution of their duties to maintain continuity of management of the Association, at the time of changeovers in the Presidency;

- (iv) Secretary -- the Secretary shall contain all General, Council and other meetings as required by Council. He shall be the corresponding officer; shall receive an issue notices on behalf of the Association receive all applications for membership and generally discharge duties appertaining to this office. He shall be paid such remuneration as Council shall determine in compensation for his effort. This subclause shall not apply if an Executive Secretary is employed pursuant to clause 19 (b);
 - (v) Minute Secretary -- the Minute Secretary shall be the same person as the secretary until such time as a secretariat is established pursuant to subclause 19 (a). He shall get regular and correct minutes of all General, Council and other meetings as required by Council and shall be the returning officer (unless Council pursuant to subclause 12 (f) determines otherwise) responsible for general meeting in voting procedures.
 - (vi) Treasurer -- the Treasurer shall keep correct accounts and books or computerised registers showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature. He shall supervise receipt of monies due and payable to the Association and select investments subject to approval by Council.
 - (vii) Publicity Officer -- the Publicity Officer shall supervise the formulation of ideas and instigate action thereon for the promotion of the breed.
- (b) (i)The Treasurer alone or any two members of the executive committee may sign cheques for individual payments of amounts up to and including five hundred dollars (\$500);
- (ii)any two members of the Executive Committee jointly may sign cheques for individual payments of amounts in excess of five hundred dollars (\$500) provided such payments are approved by a majority of the Executive Committee.
- (c) If Council shall appoint an individual to act in more than one of the positions listed above, that person shall perform the functions listed under each area of responsibility to which he has been appointed.

15. OTHER OFFICERS

The following positions which do not form part of the Council, shall be filled by such officers to be paid such remuneration as the Council shall determine in compensation for their efforts:

- (a) Auditor -- the Association shall appoint an auditor who is a practising Public Accountant taught at the financial records of the Association for the purposes of preparation of the Treasurer's annual report.
- (b) Official Registrar -- the Association shall at an Annual or Extraordinary General Meeting confirm the appointment of an Official Registrar.

- (i) He shall hold office until his removal by an Annual or Extraordinary General Meeting. The official registrar may also be an office bearer all member of the Council in his own right. The official registrar shall be primarily responsible for the establishment and maintenance of the Herdbook through an appointed Herdbook Management body and for liaising with Breedplan and the National Beef Recording Sire Referencing Scheme;
 - (ii) and insurance shall be given in writing by both the incumbent official registrar and Herdbook manager (if any) to the effect that such person or body shall make all Herdbook and associated records freely available without charge to the Association upon termination of their appointments.
- (c) Research Officer -- the Association may at an Annual or Extraordinary General Meeting confirm the appointment of a research officer who shall hold office until his removal by Council at an Annual or Extraordinary General Meeting. The Research Officer may also be an office bearer or member of the Council in his own right. The research Officer shall be primarily responsible for the maintenance all scientific and technical data collection with regard to Pinzgauer performance for the purposes of comparative analysis within the breed and between the Pinzgauer and other breeds.
- (d) Public Officer -- the Association shall at an Annual or Extraordinary General Meeting confirm the appointment of a Public Officer who shall hold office until his removal by an Annual or Extraordinary General Meeting. The Public Officer shall be the official representative nominated to receive and to respond to any correspondence or dealings with the Commission. The position may be filled by any other member of the Association and the holding of this position is not prejudiced by the holding of any other position within the Association.

16. COMMITTEES

- (a) Council may appoint from its own number or from among other Association officers such committees, whether special or standing, as it may from time to time decide, but shall name the chairperson of each committee.
- (b) Subject to the rules on to the directions of Council and shall be the duty of each committee to:
 - (i) Carry out such functions of exercise such powers as the Council may from time to time prescribe;
 - (ii) Forward to the secretary all information received by such committee is Council may from time to time require.
- (c) Executive Committee -- this committee shall be a standing committee and shall consist of the President, Vice President, Secretary, Treasurer and such additional officers as may be appointed by the Council from time to time. The President shall be the chairperson. It shall be this committee's duty to conduct the affairs of the association between council meetings and implement the instructions of the Council and it shall have the power to interpret all rules.
- (d) Disputes Committee -- at any meeting of the Council, if and whenever the Council shall consider it necessary, a Disputes Committee shall be appointed to consist of any three disinterested members of the Council, who shall be selected by the

President or the Vice President if the president declares himself to be an interested person, to arbitrate any dispute that has arisen between any members or between any member and non-member or between any non-members and which has been brought to the attention of the Council.

- (e) Other committees may be appointed from time to time at the discretion of the Council.
- (f) The chairperson of each committee shall be responsible for calling meetings of such committee, either on his own volition or under the direction of the President of the Association.

17. BRANCHES

- (a) all Association rules shall apply to any Association branches
- (b) members of the branch may form a branch committee by resolution of the eligible members include a branch at a general meeting of the members of the branch.
- (c) A copy of all branch minutes and an annual statement of income and expenditure of each branch be forwarded to Council for inclusion in the Association's annual report.
- (d) A branch committee shall not have the right to incur any liability of behalf of the Association without council's express written permission.

18. ACTS OF COUNCIL AND OF COMMITTEE

- (a) Neither the Association nor the Council shall be bound to give any reason for any determination or declaration made or act done in good faith pursuant to the rules and any such determination, determination or act shall be final and binding upon all persons affected thereby.
- (b) All acts done at any meeting of the Council or of a committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Council or Committee, be as valid as is the Council or Committee had been duly qualified and appointed.

19. SECRETARIAT

- (a) An Association Secretariat office shall be established at the Council's earliest convenience to be manned by the Executive Secretary and to be situated at a location to be determined by Council.
- (b) When a secretariat is established pursuant to subclause 19 (a), the Council shall confirm the appointment of an Executive Secretary who shall not be elected but shall be employed by the Council. The Executive Secretary shall be an ex-officio member of the Council without voting rights, shall be the managing and clerical officer of the Association, and shall act as the authorised representatives of the Council in conducting the business of the Association. The Executive Secretary, subject to the control of the Council, shall act in view of the Secretary, Treasurer

and Sealholder pursuant to subclauses 14 (a) (iv), 14 (a) (vi), and 27 (c), as determined by Council.

20. MEETINGS

- (a) Only eligible members are entitled to vote at any General Meeting of members.
- (b) Subject to the provisions of this clause, notice of meetings shall be conveyed to all members entitled to such notice by not less than forty two (42) and not more than eighty four (84) day's notice in writing. Every such notice shall specify where and when the meeting shall be held, and the nature and general substance of the proposed special business or resolutions to be considered by the meeting. Notwithstanding, a meeting of the Council may be held on short notice, or without notice, provided two thirds of the councillors have previously given their consent to such a meeting being so held.
- (c) Notice is required to be given to a member may be given in writing in the form of a special motors or by way of an official Association publication, duly posted and properly addressed to such member at his registered address or at his last known address or in such manner as the Council may from time to time determine. Notices sent by facsimile transmission, lettergram or telegram shall be deemed to be given when dispatched. Were a notice is sent by post, service of the notice shall be deemed to be duly effected on the date when it would in the ordinary course of post be delivered provided it is properly addressed and posted a member by prepaid mail. Accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings of any General, Council or Committee meeting.
- (d) The first Annual General Meeting of members shall be held within twelve (12) months after the date of incorporation of the Association, and thereafter within five (5) months after the end of each financial year.
- (e) The Annual General Meeting shall be held in a different region each year, in rotation according to strengthen eligible member representation, as determined by Council from time to time.
- (f) The ordinary business at the Annual General Meeting shall be:
 - (i) to receive reports of the President upon the proceedings of the past year;
 - (ii) to receive the Treasurer's Statement of Accounts and Balance Sheet made up to the 31st of day of December each year.
 - (iii) To elect any councillors required pursuant to clause 12;
 - (iv) to appoint officers to such other positions pursuant to subclause 19 (b) and clause 15 as the meeting may think fit.
- (g) At the Annual General Meeting the chairperson may allow any matter to be brought before the meeting for discussion, and may allow any motion to be submitted to the meeting, notwithstanding that no notice or insufficient notice of such motion was included in the notice convening the meeting, but a resolution of the Association on any such member shall serve only as an expression of opinion and Council shall be at liberty to take such action as it thinks that, in light of that opinion.
- (h) Extraordinary General Meetings:
 - (i) An Extraordinary General Meeting shall be convened by the Secretary at such times and at such places as Council may from time to time think fit,

whenever called upon so to do by the President or whenever requisitioned by three members of the Council or by any ten (10) eligible members of the Association. Every requisition for such a meeting shall be signed by the members making the same and shall clearly state the object for which the meeting is to be called;

- (ii) the Council shall within three (3) months of receipt of the requisition convene an Extraordinary General Meeting for the purpose specified;
 - (iii) a notice, setting out the business of such a meeting shall be forwarded to each member at least 21 days prior to the date of such meeting. If the Secretary I is a shall not issue notice at least 14 days prior to the date of such meeting, then in any such case the meeting notice may be sent by the officer or officers or by the members requiring the meeting or by any person authorised in that behalf by the Council;
 - (iv) such a meeting shall be convened in the same manner as a meeting convened by the Council in subclause 23 (a) shall apply. For the purpose of this clause the Council shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- (i) Council Meetings:
- (i) a meeting of Council shall be held each year in conjunction with and at the same place as the Annual General Meeting. Notice of the Annual General Meeting shall contain a notice of the Council meeting.
 - (ii) The Council shall also meet approximately six (6) months prior to each Annual General Meeting. The place of such meeting shall rotate region by region according to the places of residence of members of the council at a time to be determined by Council.

21. QUORUM

- (a) For Annual or Extraordinary General Meetings -- 10 eligible members with at least three (3) regions represented.
- (b) For meetings of elected members --
 - (i) Council -- three members, one of whom shall be the President or Vice President and with at least two regions represented;
 - (ii) Executive Committee -- the President or Vice President and two other councillors;
 - (iii) Other Committees -- three duly appointed members including the chairperson or his nominee.

22. PROCEEDINGS AT MEETINGS

- (a) the rules of debate applicable to the conduct of meeting shall apply at all General meetings and at all meetings of the Council and its committees.
- (b) If within one hour after the time appointed for the meeting no quorum shall be present at any general meeting of members, the meeting so-called shall lapse. In such case, the meeting shall be adjourned to such time and place as the President,

or failing him, the person present at the meeting entitled to preside shall determine and failing such determination, the meeting shall be adjourned to the same day of the week and time in four (4) weeks time and that any such adjourned time the meeting to proceed notwithstanding the absence of a quorum provided that subclauses 22 (c) & (e) are applied.

- (c) Unless a meeting is adjourned to the same day of the week, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (d) The President or if he not be present then the Vice President or in the absence of both or on their declining to take, or retiring from the chair, one of the Council members chosen by the meeting shall preside at every General Meeting. If there is no such person present within five minutes of the time appointed for holding the meeting, the members present may choose one of their number to take the chair.
- (e) The chairperson may, where a quorum is present and if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) If a poll is demanded by the chairperson or by three or more eligible members present, it shall be taken in such manner as chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority vote of not less than three quarters of eligible members present is required.
- (g) A poll demanded on the election of a chairperson of a meeting or any question of the German, shall be taken at the meeting and without adjourned.
- (h) Proper minutes of the proceedings of all General, Council and Committee meetings shall be recorded in the Minute Books or other appropriate recording system kept for the purpose. Such minutes shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting such minutes are confident that either meeting, and when so signed a shall in the absence of proof of error therein, be considered as sufficient evidence of the facts stated therein.

23. VOTING DECISIONS

At all General meetings and meetings of Council and committees:

- (a) Only eligible members as defined by clause 3 shall be entitled to vote. Subject to the rules each eligible member shall be entitled to one vote. The chairperson of each meeting shall have a deliberative as well as a casting vote.
- (b) Except for election of councillors pursuant to clause 12, questions shall be decided by a show of hands in person or by proxy, provided that any question shall be decided by ballot if so requested by any three (3) eligible members in general meetings, and postal votes shall be ineligible for such a ballot.
- (c) A vote shall be decided by a simple majority of votes of all eligible members present, except for special resolutions or where a decision involving winding up is involved.

- (d) A member having a pecuniary interest in the contract with the Association must disclose that interest as required by the Act, and shall not vote with respect to that contract.
- (e) Boats may be given either personally or by a proxy. Postal votes will only be accepted for Annual General Meetings or is determined by Council for Extraordinary Meetings. Voting by proxy will be accepted but only for Annual end Extraordinary General meetings is pursuant to clause 24.

24. VOTING BY PROXY

- (a) A person appointed as a proxy must be a person entitled to attend and vote at a meeting in his own right.
- (b) Unless otherwise instructed the proxy may vote as he thinks fit. Where the member desires to vote for or against any resolution to shall instruct his proxy accordingly.
- (c) The instrument appointing a proxy (which turned shall include an attorney under power-of-attorney) shall be deposited with the Secretary At least 48 hours before the time appointed for the meeting in shall be under the hand of the appoint or in shall be in writing in the form as shown at the last page of this document..

25. BY-LAWS

- (a) the Council may from time to time and promulgate bylaws not inconsistent with the Memorandum and Articles, with respect to particular matters relating to membership, Association administration an animal recordation.
- (b) The Council shall have the power to amend the bylaws, whether by alteration, edition or deletion, in such manner as it may think fit, by a 75% majority vote provided that at least two thirds (2/3) of all councillors at present. All changes or amendments to the bylaws shall become effective immediately unless otherwise specified by Council.
- (c) Within one month after any alteration of the bylaws has been adopted, notice thereof shall be forwarded to all financial members.
- (d) The bylaws shall bind the Association and every member to the same extent as if they had respectively signed and sealed and agreed to be bound by all the provisions thereof.

26. CONFERENCES

- (a) Regular conferences on a triennial (each three years) or (if Council so determines) more frequent basis may be organised by the Association.
- (b) The conference shall examine the status of the breed and discuss matters of mutual interest to members and non-members alike.
- (c) The conference shall be located at places to be decided by Council on the basis of rotation between states.

27.COMMON SEAL

- (a) the Association shall procure and provide for the safe custody of the seal which shall be used only by authority of the Council.
- (b) The seal of the Association shall consist of the name, The Australian Pinzgauer Breeders Association Ltd, together with the words “ Common Seal” and any other wording or illustration determined from time to time by Council.
- (c) Sealholders -- there shall be four sealholders of the Association, namely the President, Vice President, Secretary (or Executive Secretary where one is appointed) and Treasurer, but an additional Council member may be appointed any Annual or Extraordinary General Meeting with two of the said offices are held by the same person. Any two of the sealholders shall jointly signed all instruments requiring execution under the Common Seal. All the sealholders shall hold office until death, resignation, or removal by an Annual or Extraordinary General Meeting.

28.AMENDMENTS

- (a) The Association in General Meeting, made by special resolution as defined by section 253 of the Act amended the Memorandum or Articles whether by way of alteration, edition or deletion in such manner as it may think fit (including an alteration of the name of the Association) provided that any such proposed amendment shall be regarded as special business and notice thereof shall be given accordingly. Proposed amendments shall be included in notice calling the meeting.
- (b) Within one month after any amendment of the Memorandum or Articles has been adopted, notice thereof shall be given to the Commission and to all financial members.
- (c) The registered Memorandum and Articles and all amendments are registered shall bind the Association and every member to the same extent as if they had respectively signed and sealed and agreed to be bound by all of the provisions thereof.

We, the several persons whose names as described here too, being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association

29. PROXY FORM

AUSTRALIAN PINZGAUER BREEDERS ASSOCIATION LTD

I,.....

(full name)

Of.....

(address)

being a member of Australian Pinzgauer Breeders Association Ltd hereby appoint

.....

(full name of proxy)

Of

(address)

being an eligible member of this Association, as my proxy to vote for me at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the

..... day of.....2 and at any adjournment thereof.

*My proxy is hereby authorised to vote in favour of/against (delete as appropriate) the following resolutions:

(insert details)

*to be inserted if desired

Signed this..... day of..... 2.....

By (member appointing proxy)