

## CONSTITUTION

### 1. DEFINITIONS

#### 1.1 In these Rules:

"Act" means the Incorporated Associations Act 1984.

"Association" means " Speckle Park International Incorporated".

"Board" means the Board of Directors or other governing body of the Association.

"Country" means a country in respect of which the Association represents as its Breed society.

"Officers" include the Chairman of Directors, Deputy Chairmen of Directors, Directors, General Manager, Secretary and Treasurer.

"Regulations" means the laws and provisions governing the functions of the Association adopted by virtue of the Constitution.

"Register" means the complete record of all animals registered by Members of the Association pursuant to the Rules.

"Stud" in relation to an animal means an animal registered in the records of the Association.

"Breed" means the Speckle Park breed of beef cattle.

"Chief Executive" means the chief executive appointed by the Board of Directors pursuant to these Rules.

"Secretary" means the Secretary appointed by the Board of Directors pursuant to these rules.

### 2. NAME

#### 2.1 The name of the Association is "SPECKLE PARK INTERNATIONAL INCORPORATED".

### 3. LIABILITY

#### 3.1 The liability of members is limited.

#### 3.2 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up, while he is a member or within one year after he ceases to be a member, for 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 adjustments of the rights or the contributories among themselves such amount as may be required not exceeding twenty dollars.

#### 4. POWERS OF THE BOARD

- 4.1 The management of the business of the Association shall be vested in the Board who may exercise all powers, acts and things that the Association may legally do.
- 4.2 Any sale or disposal by the Board of the Association's main undertaking shall be subject to ratification by the Association in General Meeting.

#### 5. MEMBERSHIP

- 5.1 Subject to these Rules, the Membership of the Association is unlimited.
- 5.2 The Membership of the Association shall comprise:
- (a) The subscribers to the Constitution.
  - (b) Such other persons as shall hereafter be admitted to Membership in accordance with this Constitution.
- 5.3 Persons seeking to become Members of the Association shall be admitted to membership in any one of the following categories:

- (a) **Full Membership:** Any person who applies for full membership and:
- (i) is over eighteen (18) years; and
  - (ii) is the registered owner of at least one (1) head of stud Speckle Park cattle or one (1) embryo of stud Speckle Park cattle; and
  - (iii) is approved by the Board;

may be admitted by the Board as a Full Member of the Association.

- (b) **Commercial Membership:** Any person who applies for commercial membership and:
- (i) is over eighteen (18) years; and
  - (ii) is breeding cattle or producing cattle for marketing through a commercial enterprise; and
  - (iii) is approved by the Board;

may be admitted by the Board as a Commercial Member of the Association.

Any Full Member who is not or who ceases to be the registered owner of at least one (1) head of stud Speckle Park or one (1) embryo of stud Speckle Park cattle but is still engaged in the business of breeding cattle or producing cattle for marketing through a commercial enterprise shall become a Commercial Member of the Association but shall not be entitled to any rebate or allowance in respect of any subscription or other moneys paid or which has become payable by him prior to

becoming a Commercial Member and shall be subject to all conditions governing Commercial membership as contained in these Rules.

(c) **Associate Membership:** Any person who applies for associate membership:

- (i) is over eighteen (18) years; and
- (ii) is approved by the Board

may be admitted by the Board as an Associate Member of the Association.

Any Full Member who:

- (iii) is not or who ceases to be the registered owner of at least one (1) head of stud Speckle Park cattle or one (1) embryo of stud Speckle Park cattle; and
- (iv) is no longer engaged in the business of breeding cattle or producing cattle for marketing through a commercial enterprise

shall become an Associate Member of the Association but shall not be entitled to any rebate or allowance in respect of any subscription or other moneys paid or which has become payable prior to becoming a Full Member and shall be subject to all conditions governing Associate membership in these Rules.

Any Commercial Member who is no longer engaged in the business of breeding cattle or producing cattle for marketing through a commercial enterprise shall become an Associate Member of the Association but shall not be entitled to any rebate or allowance in respect of any subscription or other moneys paid or which has become payable prior to becoming a Commercial Member and shall be subject to all conditions governing Associate membership in these Rules.

(d) **Junior Membership:** Any Full Member may by written notice nominate any person under eighteen (18) years of age to be admitted as a Junior Member of the Association.

**5.4** All members may attend meetings and functions of the Association.

**5.5** A Full Member is entitled to:

- (a) vote at any general meeting of the Association and upon the election of the Directors of the Association; and
- (b) stand for election to the office of Director of the Association; and
- (c) register progeny.

**5.6** A Commercial Member shall not be entitled to:

- (a) vote at any general meeting of the Association or upon the election of Directors of the Association;  
or
- (b) stand for election to the office of Director of the Association; or

(c) register progeny with the Association.

**5.7** An Associate Member shall not be entitled to:

- (a) vote at any general meeting of the Association or upon the election of Directors of the Association;  
or
- (b) stand for election to the office of Director of the Association; or
- (c) register progeny with the Association.

**5.8** A Junior Member shall be entitled to:

- (a) register progeny with the Association
- (b) but he shall not be entitled:
  - (i) vote at any general meeting of the Association or upon the election of Directors of the Association; or
  - (ii) stand for election to the office of Director of the Association.

**5.9** A person may apply to be a member in the form the Board requires.

**5.10** The Board may refuse any application for Membership where the applicant has previously ceased to be a Member by virtue of Article 5.13(d), (e) or (f).

**5.11** The Board shall keep register of all Members containing the name and address of every Member at the office of the Association and shall be available to Members to inspect at all reasonable times. Each Member shall notify the Association of any change of address.

**5.12** Members shall observe and comply with the Constitution and Regulations.

**5.13** A Member shall cease to be a Member:

- (a) If the Member resigns by notice in writing to the Secretary.
- (b) If the Member dies or being a company or association shall go into liquidation or being a partnership shall dissolve and be not re-constituted PROVIDED THAT the estate of deceased Member may by its personal representative(s) and a company or association in liquidation may by its liquidator(s) continue as a Member if notice in writing to that effect shall be given by the personal representative(s) or the liquidator(s) as the case may be to the Secretary.
- (c) If the Member is declared insane in which case the Trustee shall act on the Member's behalf.
- (d) If the annual subscription remains unpaid for a period of over 4 months from due date of payment.
- (e) If any other fees to the Association remain unpaid for a period of more than 4 months from the date on which such fees were first debited to that Member's account with the Association.
- (f) If the Member wilfully refuses or neglects to comply with the provisions of the Constitution or Regulations or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a

Member or prejudicial to the interests of the Association, the Board shall have power to expel the Member from the Association and erase the Member's name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for his expulsion is passed the Member shall have had 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 an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such Member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Board, elect to have the question of his expulsion dealt with by the Association in General Meeting and in that event an Extraordinary General Meeting of the Association shall be called for the purpose and if at the meeting a resolution for the expulsion of the Member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member shall be expelled and his name removed from the Register of Members.

AND PROVIDED FURTHER that in the event of a resolution for the expulsion of the Member being passed by the Board or at an Extraordinary General Meeting of the Association, the Member may by notice in writing, lodged with the Secretary within fourteen days from the date of the meeting of the Board or the Extraordinary General Meeting at which the resolution was passed, appeal against that resolution and elect to have that appeal dealt with by the Law Society of New South Wales (Law Society), and in that event the Secretary of the Association shall by notice in writing, lodged with the Executive Secretary of the Law Society, within seven days of receipt of the notice from the Member, request that Executive Committee of the Law Society 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 Law Society, the Member of the Association shall have had notice of such meeting and shall at such meeting and before the making of any decision have had an opportunity of giving orally or in writing any explanation or defence he may think fit 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 Board of the Association or the Extraordinary General Meeting of the Association for the expulsion of that Member be upheld then the Member shall be expelled and his name shall be removed from the register of Members of the Association.

**5.14** A person who has ceased to be a Member shall:

- (a) Not be entitled to any of the rights or privileges of a Member.
- (b) Forfeit all rights and claims whatsoever against the Association of any claim which the Member may have as a Member against any other Member.
- (c) Remain liable for and shall pay to the Association all moneys for which at the time of his ceasing to be a Member he is or might become liable.
- (d) Be subject to such disabilities as may be provided by the Constitution.

**5.15** As a condition precedent to re-admission to Membership of any applicant for readmission all money that may be due by him to the Association shall be paid in full.

**5.16** Every applicant for Membership shall upon being admitted as a Member pay to the Association such entrance fee as may from time to time be determined by the Board.

**5.17** The Board will determine from time to time the subscriptions for Full membership, Commercial membership, Associate membership and Junior membership.

**5.18** Each Member who is liable to pay a subscription shall:

- (a) in the first instance pay his subscription within 21 days of his election to membership; and
- (b) in respect of each subsequent year of membership pay his subscription in advance prior to 1 July each year.
- (c) The payment of the subscription referred to in sub-clause (a) shall entitle a Full Member, Commercial Member and Associate Member to receive at no extra charge a copy of the annual magazine and/or other periodicals published from time to time by the Association.

## **6. GENERAL MEETINGS**

**6.1** The first General Meeting and all subsequent Annual General Meetings shall be held in accordance with the provisions of the Act and at such place as the Board may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

**6.2** A meeting of the Members of the Association shall be convened by the Secretary whenever called upon so to do by notice in writing from -

- (a) The Chairman of Directors of the Association or
- (b) Three members of the Board or
- (c) By not less than five per cent of the members of the Association.

If the Secretary shall not within seven days of his being required to do so, issue notice convening a meeting as so required, then in any such case the meeting may be convened by the officer or officers or by the Members or any one or more of them so requiring the meeting or by any person authorised in that behalf by the Board.

**6.3** Subject to the provisions of the Act relating to special resolutions and agreement for shorter notice, twenty one days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

**6.4** All business shall be special that is transacted at an Extraordinary General Meeting.

**6.5** The ordinary business of the Annual General Meeting shall be:

- (a) To receive the report of the Board and/or the Chairman of Directors and/or the Secretary upon the proceedings of the past financial year.
- (b) To receive the Balance Sheet and Financial Statements of the Association.

- (c) To declare the names of persons elected to the Board.
  - (d) To consider any other business that may be properly brought forward. All 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 general substance of the proposed business.
- 6.6** No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business.
- 6.7** The Chairman of Directors shall be entitled to take the chair at every General Meeting or if there be no Chairman of Directors or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting the Members present shall choose another Director as Chairman of the meeting and if no Director is present or if all the Directors present decline to take the chair then the Members present shall choose one of their number to be Chairman of the meeting.
- 6.8** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition of Members as aforesaid, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if such adjourned meeting a quorum is not present those Members who are present shall be a quorum and may transact the business for which the meeting was called but no notice of any such adjournment as aforesaid shall be required to be given to the Members.
- 6.9** At all meetings of the Association questions will be decided by a show of hands and in the case of an equality of votes the Chairman of Directors of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a Member. Only Full Members shall be entitled to vote at any meetings of the Association. On a show of hands every Full Member present in person or by proxy or by a representative shall have one vote.
- 6.10** Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer. The instrument appointing a proxy (which term shall include power of attorney) shall be deposited with the Secretary at the office of the Association at least 24 hours before the time appointed for the meeting. Proxies are valid only at Annual General or Extraordinary General Meetings of Members of the Association.
- 6.11** Every Firm, Association or Institution being a Full Member shall nominate a representative by letter addressed and delivered to the Secretary. Such representative:-
- (a) Shall be entitled to give and to receive all notices to be given by or to be given to the Full Member which he represents.
  - (b) Shall be entitled to attend and vote at meetings for and on behalf of such Full Member which he represents.
- 6.12** Minutes of the proceedings of all meetings of the Association and of the Board and every Committee shall be recorded in a minute book or minute books kept for the purpose and be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting if such minutes are confirmed at such meeting and the minutes so signed shall in the absence of proof of error therein be considered sufficient evidence of the facts stated therein.

## **7. BOARD**

- 7.1** Except as herein otherwise provided there shall be a Board of Directors ("the Board") comprising a minimum of five (5) elected Directors (being natural persons) and, in the event of either or both of them not already being a Director, the immediate past Chairman of Directors and the Treasurer plus an additional two directors for each Country, other than Australia.
- 7.2** Each Country shall be entitled to have a minimum of two directors on the Board. The initial directors shall be the two members nominated by the members of that Country and shall continue as directors until the close of the next Annual General Meeting where the election of Directors occurs pursuant to Article 7.6(a).
- 7.3** In the event of his not being re-appointed to the Board following his term of office as Chairman of Directors, the immediate past Chairman of Directors shall be an ex-officio member of the Board during a period commencing at the close of the meeting of the Board at which he completes his term of office as Chairman of Directors and ending at the close of the meeting of the Board which immediately follows the next succeeding Annual General Meeting.
- 7.4** If he is not a Director, the Treasurer shall be an ex-officio member of the Board during his term of office as Treasurer.
- 7.5** Not more than one person holding shares in the capital of an Association or being a member of a corporation, partnership, firm or registered business which is a Member of the Association shall be eligible to be appointed to the Board at any one time.
- 7.6** The Directors shall be elected by the Full Members as follows:
- (a) An election for the appointment of Directors shall be conducted immediately prior to the inaugural Annual General Meeting of the Association and thereafter immediately prior to every second Annual General Meeting of the Association.
  - (b) Each Director appointed to the Board shall hold office for a term commencing at the close of the Annual General Meeting at which he is appointed and ending at the close of the second Annual General Meeting occurring after the date of his appointment.
  - (c) At least 70 days and not more than 90 days prior to the date of the Annual General Meeting at which the Directors are to be appointed to the Board, the Secretary shall by notice in writing to all Full Members call for nominations for the election of Directors.
  - (d) Any Full Member may nominate any other Full Member (being a natural person) to be elected as a Director.
  - (e) A nomination for election to the Board shall be in writing, shall be signed by the Nominator and shall be furnished to the Secretary within 21 days after the date when the Secretary's notice calling for nominations shall be deemed to have been received by the Members. A nomination may be signed on behalf of a Full Member or on behalf of the representative of a Full Member duly appointed pursuant to these Articles of Association.
  - (f) The written consent of any person nominated for election as a Director shall be furnished to the Secretary not later than the closing date for the receipt of nominations.



- (g) At the time when the notice calling for nominations is issued pursuant to Article 7.6(c), the Chairman of Directors or, failing him, the Secretary shall appoint by memorandum in writing a Returning Officer to superintend the receipt of nominations and the conduct of the ballot (if any) for the election of Directors. If less than the required number of Directors are appointed to the Board pursuant to Article 7.8(e), the Board taking office at the close of the relevant Annual General Meeting shall have the power at any time to appoint any Full Member to the Board so as to increase the number of Directors to the required number.

**7.7** In respect of each ballot paper issued:

- (a) The ballot paper shall set out in alphabetical order the Surname followed by the Christian names and Country of such person who has been nominated for election as a Director.
- (b) The ballot paper shall be accompanied by written instructions for voting.
- (c) The number of Board Meetings attended by any incumbent Director during the course of his preceding term of office shall be stated in a notice accompanying the ballot paper.
- (d) Any ballot paper which records more votes than there are candidates to be elected shall be rejected as informal.
- (e) Any ballot for the election of Directors shall be secret and all measures necessary to ensure secrecy shall be adopted by the Secretary and the Returning Officer.
- (f) Any ballot for the election of Directors shall close at 4.00 o'clock in the afternoon on the day being 7 days prior to the day of the Annual General Meeting at which the Directors are to be appointed to the Board.

**7.8** Where a ballot is required:

- (a) The Returning Officer shall examine all nominations and all ballot papers received, and after counting the votes recorded by the Members, shall certify in writing the result of the ballot and:
  - (i) shall notify the result of the ballot by notice displayed at the offices of the Association immediately that result is known to the Returning Officer; and
  - (ii) shall deliver to the Chairman of the meeting at the next Annual General Meeting, notice of the result of the ballot and the Chairman of that meeting shall declare elected each person who is entitled to be appointed to the Board as a Director.
- (b) Should a nomination received in respect of any person be declared invalid by the Returning Officer it shall not nullify the nomination, election or appointment of the other Directors.
- (c) The Returning Officer's decision shall be final and binding in respect of all matters affecting the nomination, election and appointment of Directors.
- (d) The 2 candidates from each Country recording the most number of votes in the ballot in respect of candidates from that Country shall be entitled to be appointed the Board of Directors. The balance of the candidates for election as Directors recording the most number of votes in the ballot shall be entitled to be appointed to the Board as Directors until the required number of Directors is attained.

- (e) The appointment of each Director shall take effect as at the close of the Annual General Meeting at which the declaration is made by the Chairman of the meeting.
- 7.9** For the purposes of this Article a "term of office" shall be the period commencing at the close of the Annual General Meeting at which a Director is appointed to the Board and ending at the close of the second Annual General Meeting occurring after the date of his appointment.
- 7.10** A Full Member shall not be eligible for nomination for appointment to the Board if he shall have served in office as a Director for 5 consecutive terms of office PROVIDED THAT such restriction shall not apply if he shall have ceased to be a Director for a period equal to 1 term of office computed from the date of termination of his last term of office as a Director.
- 7.11** If a Director completes 5 consecutive terms of office whilst he is serving a term of office as a Director he shall complete his current term of office notwithstanding that by so doing he may have held office for a period exceeding 5 consecutive terms of office.
- 7.12** The Board may continue to act notwithstanding any vacancy occurring amongst the Directors and the Board shall have the power at any time to appoint any Full Member to fill any vacancy or vacancies amongst the Directors.
- 7.13** A Director shall cease to hold office in any of the following circumstances:
- (a) If he shall cease to be a Full Member of the Association.
  - (b) If his appointment is revoked by ordinary resolution of the Full Members.
  - (c) If he shall resign his office by notice in writing to that effect given to the Secretary.
  - (d) If he is not or ceases to be a beneficial and registered owner of one (1) head of stud Speckle Park cattle or one (1) embryo of stud Speckle Park cattle registered in the Register or the nominee of a partnership or Company which is the beneficial and registered owner of at least one (1) head of stud Speckle Park cattle or one (1) embryo of stud Speckle Park cattle registered in the Register.
  - (e) If he ceases to be a Director by virtue of the Act or any other relevant legislation.
  - (f) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - (g) If he becomes prohibited from being a Director of an Association by reason of any order made under the Act or otherwise.
  - (h) If he becomes of unsound mind or becomes a person whose person or estate is likely to be dealt with under the law relating to mental health.
  - (i) If for more than 6 months he is absent without permission of the Board from meetings of the Board held during that period.
  - (j) If he holds any office of profit with the Association.
- 7.14** At the first meeting of the Board held immediately following each Annual General Meeting the Board shall appoint from amongst its members a Chairman of Directors, a Senior Deputy Chairman of Directors and a Deputy Chairman of Directors.

- 7.15** Each of the Chairman of Directors, Senior Deputy Chairman of Directors and Deputy Chairman of Directors shall hold office during a term commencing at the meeting at which he is appointed to office and ending at the first meeting of the Board held immediately following the Annual General Meeting next succeeding the date of his appointment to office.
- 7.16** Each of the offices of Chairman of Directors, Senior Deputy Chairman of Directors and Deputy Chairman of Directors shall not be occupied by the same person for longer than the period commencing at the meeting of the Board at which such Chairman of Directors, Senior Deputy Chairman of Directors or Deputy Chairman of Directors is appointed to office and ending at the first meeting of the Board held immediately following the second Annual General Meeting occurring after the date of his appointment to office.
- 7.17** At the first meeting of the Board held immediately following each Annual General Meeting, the Board shall appoint a Treasurer.
- 7.18** The Treasurer shall hold office during a term commencing at the meeting at which he is appointed as Treasurer and ending at the first meeting of the Board held immediately following the second Annual General Meeting following the date of his appointment.
- 7.19** The Executive of the Association shall comprise the Chairman of Directors, the Senior Deputy Chairman of Directors, the Deputy Chairman of Directors and the Treasurer.
- 7.20** The Executive shall be appointed at the first meeting of the Board held immediately following each Annual General Meeting.
- 7.21** The immediate past Chairman of Directors shall be an ex-officio member of the Executive for a period commencing at the meeting of the Board at which he ceases to be Chairman of Directors and ending at the first meeting of the Board held immediately following the second succeeding Annual General Meeting.
- 7.22** The Board may appoint committees or sub-committees comprising any two or more Members of the Association for any purpose and each committee or sub-committee shall carry out such functions and exercise such powers as the Board may prescribe, provided that the Board may at any time revoke any appointment or any authority so made or given and may disband any committee or sub-committee to that effect.
- 7.23** A Director shall not vote in respect of any contract or proposed contract with the Association in which that Director is interested or in respect of any matter arising from that and if that Director does so vote his vote shall not be counted.
- 7.24** The Board may meet adjourn and regulate its proceedings when and as it thinks fit. Questions arising at any meeting, other than questions of order, shall be decided by a majority of votes. In case of equality of voting the Chairman of the meeting for the time being shall have a second or casting vote.
- 7.25** A Director may attend and vote at a meeting of the Board both in his own right and as a proxy for an absent Director provided that before the commencement of the meeting he shall have lodged with the Chairman of the meeting a proxy or Power of Attorney in his favour signed by the absent Director. The Chairman shall forthwith inform the meeting of the contents of any such proxy or Power of Attorney. The authority granting the proxy may be general or may be limited to any one or more meetings or to any specific question or matter.

- 7.26** A special meeting of the Board may be convened by notice in writing signed by at least five Directors of the Board.
- 7.27** The quorum for a meeting of the Board shall be five (5) of its Directors present in person provided that at least one director of each Country is present.
- 7.28** Where the number of Members of the Board falls below the minimum prescribed the continuing Members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number so prescribed the continuing Member or Members may act for the purpose of increasing the number of Members of the Board to that number or of a summoning a General Meeting of the Association but for no other purpose.

## **8. PROCEEDINGS OF THE BOARD**

- 8.1** All acts done bona fide by any meeting of the Board or of a sub-committee or by any person acting as a Member of the Board shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or person acting as aforesaid or that the Members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.
- 8.2** The Directors may meet in person or may conduct a meeting by electronic means such as telephone or the internet.
- 8.3** A resolution in writing signed by all the Members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of seven documents in like form each signed by one or more Members of the Board.
- 8.4** The Chairman of Directors or failing him the Senior Deputy Chairman of Directors or failing him the Deputy Chairman of Directors or failing him such ordinary Director as may be appointed for the purpose by the meeting shall preside as Chairman at each meeting of the Association and of the Board.
- 8.5** The Board shall cause minutes to be made:
- (a) Of all appointments of officers excluding bookkeeping, typing and clerical staff.
  - (b) Of names of Members of the Board present at all meetings of the Association and of the Board.
  - (c) Of all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman at the next succeeding meeting if the minutes are confirmed at that meeting.

- 8.6** There shall be a Chief Executive of the Association who shall be appointed by the Board and who shall, subject to the directions of the Board, be entrusted with such powers and shall carry out such functions as the Board may determine.
- 8.7** The Chief Executive shall be paid such remuneration as the Board shall determine and be employed for such term and upon such conditions as the Board may determine.

- 8.8** There shall be a Secretary of the Association who shall in accordance with the Act, be appointed by the Board and who shall give and to whom shall be given notices on behalf of the Association and who shall subject to the directions of the Board be entrusted with such powers and shall carry out such functions as the Board may determine.
- 8.9** The Secretary shall be paid such remuneration as the Board may determine and be employed for such term and upon such conditions as the Board may determine.
- 8.10** The Board shall open and maintain one or more banking accounts in the name of the Association and any such accounts shall be operated upon in the name of the Association by such person or persons and in such manner as the Board shall from time to time determine.
- 8.11** All moneys received by the Association or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Association's banking account.
- 8.12** The Board shall provide for the safe custody of the Common Seal which shall only be used by the authority of the Board or a sub-committee of members of the Board authorised by the Board in that behalf and every instrument to which the Seal is affixed shall be signed by a Member of the Board and shall be countersigned by the General Manager or by the Secretary or by a second Member of the Board or by some other person appointed by the Board for that purpose.
- 8.13** The Board shall cause to be kept true accounts of all receipts credits payments and liabilities of the Association and the manner in which its income and expenditure take place and of all other matters necessary for showing the true financial position of the Association.
- 8.14** The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act PROVIDED HOWEVER that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date in accordance with the provisions of the Act.
- 8.15** The books of account shall be kept at such place and in such custody as the Board shall think fit.
- 8.16** The Secretary shall prepare or cause to be prepared prior to the Annual General Meeting a statement of revenue and expenditure for the financial year under review by such meeting together with a balance sheet showing the assets and liabilities of the Association at the close of such financial year.
- 8.17** The Secretary shall forward to each Member with the notice convening the Annual General Meeting of the Association a copy of the balance sheet and a statement of revenue and expenditure for the financial year to be reviewed at such Annual General Meeting.
- 8.18** Any notices required to be given to a Member may be given in writing duly posted and properly stamped and addressed to such Member at his registered or last known address including email address or in such manner as the Board may from time to time determine. A notice or communication sent by post shall be deemed to be given and to have been received by the addressee when posted.
- 8.19** The Board shall keep or cause to be kept a Register of the Association and may from time to time make regulations governing the maintenance of same, the information to be recorded therein and the eligibility of animals for registration and entry therein respectively.

- 8.20** Only Full Members or Junior Members owning the stock concerned may submit an entry for the registration of that stock in the Register.
- 8.21** Every Director, Chief Executive, Secretary 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 Director, Chief Executive, Secretary or officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Companies Act in which relief is granted to him by the Court.
- 8.22** No Director, Chief Executive, Secretary or other officer of the Association shall be liable for the acts receipts neglects or default of any other Director, Chief Executive, Secretary or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or left for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own negligence wilful default breach of duty or breach of trust.
- 8.23** The Board shall prescribe all Regulations required to be prescribed or formulated under the provisions of the Constitution of the Association.
- 8.24** The Board may, from time to time, amend the Regulations whether by addition deletion alteration or otherwise. The Secretary shall within 30 days notify each Member of any Regulations or of any amendment so made by the Board.
- 8.25** If upon the winding up or dissolution of the Association there remains, after satisfaction of all of 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 which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of the Court as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.