

# **DORPER SHEEP SOCIETY OF AUSTRALIA INC**



## **CONSTITUTION**

*(Associations incorporation Act 1985 SA)*

## **BYLAWS**

## **BYLAWS APPLYING TO REGIONS**

## **BREED STANDARD GUIDELINES**

## **CODE OF ETHICS**

**AS AT 21/11/2008**



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# CONSTITUTION

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**1. NAME**

The name of the Association is Australian Dorper Sheep Society Incorporated referred to herein as "the Society".

**2. INTERPRETATION**

In these rules unless the contrary intention appears :-

'Committee' means the Committee of Management of the Society;

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

'member' means a member of the Society

"Dorper" means a sheep showing a phenotype of the Dorper or White Dorper Sheep.

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

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

**3. OBJECTS**

The objects of the Association are -

- (1) The encouragement of the breeding and improvement of Dorper Sheep in Australia, and the maintenance of the purity and type of the Breed.
- (2) The annual compilation and publication of a Stud Book or Stud Books of the Dorper sheep in Australia, containing therein the histories, pedigrees and annual breeding returns of all flocks and sheep accepted for registration in accordance with the Rules for the time being in force, and the pedigrees of such sheep as are individually registered in such Flock Books and such other information as the National Executive Committee shall from time to time think fit.
- (3) The investigation of the histories, pedigrees and purity of type of sheep registered or entered for registration.
- (4) The consideration and the granting or the refusal of any Application for the registration of any sheep or the transfer thereof or for the issue of a certificate for the export of sheep registered in accordance with the Rules for the time being in force.
- (5) The recommendation annually to Agricultural Societies and others desiring the same of the names of persons, who in the opinion of the National Executive Council are suitable for judging Dorper Sheep.
- (6) The undertaking of the arbitration upon and settlement of disputes and questions relating to or connected with the Dorper sheep in Australia and the breeding thereof.
- (7) The consideration of all questions affecting the interests of breeders in Australia of Dorper sheep and reporting to the Members thereon annually and also at such other times as the National Executive Committee may think fit.
- (8) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Australian Dorper Sheep Society Incorporated.
- (9) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Society shall receive any prize, award or distinction of monetary value through the Society except as a successful competitor at any competition held or promoted by the Society.
- (10) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society. Provided that the Society shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 3 of this Statement of Purposes.
- (11) To print and publish any newspaper, periodicals, books or leaflets that the Society may think desirable for the publication of its rules and the promotion of these objects.
- (12) To do all such things as are incidental to or conducive to the attainment of the above objects.

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#### 4. **POWERS**

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

#### 5. **MEMBERSHIP**

(1) The classes of Membership of the Society shall be :-

(a) **FULL MEMBERSHIP -**

A Full Member shall be the Owner or Nominee of the Owner any Flock registered with the Society. Voting rights – one vote per Full Membership.

(b) **ASSOCIATE MEMBERSHIP -**

An Associate Member shall be a person with a special interest in the Dorper breed or White Dorper Breed or a commercial producer. No voting rights.

(c) **JUNIOR MEMBERSHIP -**

A Junior Member shall be a person of eighteen (18) years or less that is the owner of a registered Flock with the Society. A Junior Membership will allow the ownership of up to twenty (2) registered sheep. The Junior Membership fee to be the same as the Associate/Commercial Membership fee and shall have the same voting rights as a Commercial Membership.

(d) **HONORARY LIFE MEMBERSHIP**

(i) Nominations for Life Membership to come from the National Executive Committee or any member of the Association

(ii) The National Executive Committee shall consider each nomination, and if approved by two thirds of the Committee members, the nomination approved.

(iii) A Life Member has all the rights and privileges of a Full Member, but is not required to own a registered flock.

(iv) An Honorary Life Member shall have the right to attend all general meetings and have the right to vote.

(v) Life Membership can only be awarded after 10 years of Full Membership and or service to the Australian Dorper Sheep Society incorporated promotion is beyond normal expectations.

(vi) Life Members will be presented with a Life Membership badge, and will be Honorary guests at nominated State - Federal - Australian Dorper Sheep Society Incorporated Committee.

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

#### 6. **REGIONS**

(1) Regions are approved by the Committee as the need arises.

(2) Members have the option of any region but initially will be allocated to the geographically closest one. If a member, for whatever reason, wishes to be a part of a different region to that which is allocated he/she need to write to the Secretary and advise of their preference.

#### 7. **SUBSCRIPTIONS**

(1) The subscription fees for each class for Membership shall be such sum as the Committee shall determine from time to time.

(2) The subscription fees of each class of Membership shall be payable annually on 1st July, or at such other time as the Committee shall determine from time to time.

(3) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the Society, provided always that the Committee may reinstate such a person's Membership on such terms as it thinks fit.

#### 8. **RESIGNATIONS**

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

**9. EXPULSION OF A MEMBER**

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Society.
- (2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub rule (4) cease to be a member 14 days after the Committee has communicated its determination to him.
- (4) It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Society within 14 days after the determination of the Committee has been communicated to the Member.
- (5) In the event of an appeal under sub rule (4) the Appellant's Membership of the Society shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

**10. THE COMMITTEE**

- (1) The affairs of the Society shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by these Rules required to be done by the Society in general meeting.
- (2) The Committee shall have the power to appoint such Officers and Employees as are required by the Act, and may discuss or delegate any of its powers to such Officers and Employees.
- (3) Committee to comprise 2 delegates for each region.
- (4) The Committee shall be comprised of a Chairperson, Vice Chairperson, Immediate Past President and 3 Committee members being the balance of delegates from each region, with the right to co-opt one person per region represented plus an appointed Secretary/Treasurer (without Voting Rights). If the Immediate Past President is unavailable then one further Committee vacancy will be created.
- (5) The first Committee of the Society shall be appointed from the promoters of the Society, or be comprised such persons as hold office prior to Incorporation. The first Committee shall hold Office until the first Annual General Meeting after Incorporation at which time all members of the Committee shall retire, but shall be eligible for re-appointment. Society Committee members shall be elected by the regions for a term of two (2) years.
- (6) The Committee may appoint a natural person to fill a casual vacancy and such a Committee Member shall hold Office until the next Annual General Meeting of the Society, and shall be eligible for reappointment.
- (7) Society Committee members shall be elected by the regions for a term of two years.
- (8) The President of the Society be elected annually by the Committee, term of office, up to three (3) years.

**11. FORMATION OF REGIONAL COMMITTEES**

- (1) Make an application to the National Committee to form such a committee.
- (2) Such a committee is governed by the constitution and rules of the Dorper Sheep Society of Australia.
- (3) All finances may be administered by the Dorper Sheep Society of Australia if required.

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- (4) The committee should consist of a minimum of 6 members elected at a Regional Annual Meeting. The committee will consist of a Chairperson, Vice Chairperson and Secretary.
- (5) The committee's role is to support their state-based shows, workshops, seminars and advertising. The monies for advertising will be allocated by the National Committee and/or can be raised through regional based levy applied to members in that region.
- 12. DISQUALIFICATION OF COMMITTEE MEMBERS**  
The Office of Committee Member shall become vacant if a Committee Member is -
- (1) Disqualified by the Act;
- (2) Expelled under these Rules;
- (3) Permanently incapacitated by ill health;
- (4) Absent without apology from more than three consecutive Committee meetings, or more than three Committee Meetings in a financial year;
- (5) No longer the duly appointed representatives of a Corporate Member.
- 13. PROCEEDINGS OF COMMITTEE**
- (1) The Committee shall meet together for the dispatch of business as deemed necessary by the President and Secretary.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- (3) A quorum for a meeting of the Committee shall be five members.
- (4) A member of the Committee having a pecuniary interest in a Contract with the Society must disclose that interest to the Committee as required by the Act, and shall not vote with respect to the Contract.
- 14. FINANCIAL YEAR**  
The first financial year of the Society shall be the period ending on 30th June, 1988, and thereafter a period of 12 months ending on 30th June in each year.
- 15. BORROWING POWERS**
- (1) Subject to this Rule, the Society may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Society.
- (2) Subject to section 53 of the Act, the Society may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.
- 16. RULES**
- (1) Subject to approval by a resolution of the Members of the Society, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules.
- (2) The registered Rules shall bind the Society and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 17. THE SEAL**
- (1) The Association shall have a Common Seal upon which its Corporate Name shall appear in legible characters.
- (2) The Seal shall not be used without the express authorisation of the Committee, and every use of the Seal shall be recorded in the Minute Book of the Association. The Chairman and the Secretary, or an appointed Proxy shall witness the affixing of the seal.
- (3) The Seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.
- 18. MEETINGS**
- (1) The Committee may call a Special General Meeting of the Society at any time, and shall call an Annual General Meeting in accordance with the Act.
- (2) The first Annual General Meeting shall be held within five (5) months after the end of

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the financial year.

- (3) Upon the requisition in writing of not less than one quarter of the total number of Members of the Society, the Committee shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (4) Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- (5) If a Special General Meeting is not convened within one month as required by sub rule (3) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee 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 Society.
- (6) Subject to sub rule (7) at least fourteen days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the Auditors, the appointment of Auditors and Committee Members (if required), and any other business requiring consideration by the Society in General Meeting.
- (7) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (8) A notice may be given by the Society to any member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members.
- (9) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary pre-paid mail.

#### **19. PROCEEDINGS AT MEETINGS**

- (1) Ten Members present personally or by Proxy shall constitute a quorum at any General Meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (3) The Chairperson of the Committee or if there shall be no Chairperson, then the Vice-Chairperson of the Committee or in their absence, or on their declining to take, or retiring from the Chair, one of the Committee members chosen by meeting shall preside as Chairperson at every General Meeting of the Society.
- (4) If there is not such Chairperson or Vice Chairperson present within five Minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chairperson.
- (5) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- (7) At any General Meeting, a Resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the Resolution.

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- (8) If a poll is demanded by the Chairperson of the Meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the 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 of not less than three quarters of the Members who being entitled to do so vote personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.
- 20. MINUTES**
- (1) Proper minutes of all proceedings of meetings of the Society and of meetings of the Committee, shall be entered within one month after the relevant meeting in Minute Books kept for the purpose.
- (2) The minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (3) Where Minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- 21. VOTING RIGHTS**
- (1) Subject to these Rules each Full and Financial Member present in person or by Proxy shall be entitled to vote. The use of proxies to be limited to those items listed on the agenda or any relevant amendment.
- (2) A member being a Body Corporate shall be entitled to appoint one person who need not be a Member of the Society to represent it at a particular meeting or at all meetings of the Society. That person shall be appointed by the Corporate Member by a Resolution of its Board and which shall be authenticated under its Seal. Such a person shall be deemed to be a Member of the Society for all purposes until the authority to represent the Corporate Member is revoked.
- 22. PROXIES**
- A member shall be entitled to appoint in writing a natural person who is also a Member of the Society to be his Proxy, and attend and vote at any meeting of the Society.
- 23. ACCOUNTS**
- The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Society.
- 24. WINDING UP**
- The Society may be wound up in the manner provided for in the Act.
- 25. APPLICATION OF SURPLUS ASSETS**
- If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society, but shall be given, or transferred to some other Institutions or Institution having purposes similar to the purposes of this Association and which shall prohibit the distribution of its or their income or property among its or their Members, such Institutions or Institution to be determined by the Members of the Society at or before the time of dissolution or in default thereof by a person appointed for that purpose by the Commonwealth Minister for Primary Industry.
- 26. COMPLIANCES**
- Members are required to comply with Rules and Regulations and appendices as set down by the Society.