

**The Constitution of the
DORPER SHEEP SOCIETY OF AUSTRALIA
INCORPORATED
Registered No: INC1501825**

October 2013

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Rules 1-4 Preliminary

1 Definitions & interpretation

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1.1 Definitions

In these rules:

“Association” means the Dorper Sheep Society of Australia Incorporated.

“Board” means the elected board of management of the Association.

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

“Member” means a Full Member, Commercial Member or Junior Member of the Association, established in accordance with these rules. In the case of an Applicant who is not a natural person, “Member” also refers to a person nominated by the Applicant to exercise membership privileges on their behalf. A “Membership” refers to the rights and privileges associated with the payment of one set of annual fees; an Applicant may hold multiple Memberships.

“Board Member” means a duly elected member of the Board of the Association.

“Regional Committee” means the elected Committee of management of a Regional Group established in accordance with rules 23-25, and any reference in these rules includes all such Regional Committees.

“Regional Group” means a group of Members of the Association affiliated with one of the following regions: Eastern Region, Queensland Region, Western Region, Central Region and Southern Region.

"Secretary" means:

- (i) The person holding office under these rules as Secretary of the Association, or
- (ii) If no such person holds that office—the Public Officer of the Association.

"Special General Meeting" and “Annual General Meeting” are both forms of “General Meeting” of the Association. A “Regional Annual General Meeting” is the Annual General Meeting of a Regional Group.

"the Act" means the *Associations Incorporation Act 2009*.

"the Regulation" means the *Associations Incorporation Regulation 1999*.

1.2 Interpretation

1.2.1 In these rules, a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.2.2 The provisions of the *Interpretation Act 1987* apply to these rules as if these rules were an instrument made under the Act.

1.2.3 Unless otherwise noted, Acts referred to are legislation in the jurisdiction of NSW

2 Name

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The name of the Association shall be Dorper Sheep Society of Australia Incorporated (referred to in these rules as “the Association”).

3 Objectives

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The Association will encourage, promote and support the breeding, improvement and commercial use of Dorper sheep in Australia, by:

- 3.1 Promoting the breed and providing information on the breed and the Association by
 - (i) The development and distribution of magazines, newsletters, brochures, merchandise and other material, and
 - (ii) The organisation and support of shows, sales, competitions, forums and other events.
- 3.2 Supporting the development of breed excellence by
 - (i) Provision of training opportunities, and
 - (ii) Promotion of the breed standard, and
 - (iii) Development and overview of an inspection and typing system, and
 - (iv) Accreditation of suitably qualified judges and inspectors, and
 - (v) Provision of information on best practice breeding and management techniques.
- 3.3 Providing systems to maintain the purity of the breed, including
 - (i) Maintenance of accurate records of Dorper flocks and Dorper sheep registered in accordance with the current rules or by-laws of the Association, and
 - (ii) Investigation of the histories, pedigrees and purity of sheep entered for registration, and determining whether to accept such registrations.
- 3.4 Developing activities, intellectual property and merchandise to
 - (i) Support the marketing of products derived from the breed, and
 - (ii) Promote the use of the breed in commercial contexts.
- 3.5 Establishing relationships or joint activities with other associations, agencies or organisations in Australia or elsewhere where such interactions will enhance the attainment of these objectives.
- 3.6 Doing all such things as are incidental to or conducive to the attainment of the above objectives.

4 Non-profit

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The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

Rules 5-14 Membership

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5 Membership qualifications

- 5.1 Any person, company, partnership, organisation or other entity may apply for Membership of the Association.
- 5.2 If the Applicant is not a natural person, they must nominate a natural person to represent them as a Member, notwithstanding that any rules pertaining to the Member will also apply to the associated Applicant.
- 5.3 An Applicant with an interest in more than one flock of sheep, in accordance with Rule 7, may hold more than one Membership and may exercise the rights of each Membership;
- 5.4 For a Membership to be approved, the Applicant, and any representative Member:
- (i) Must not have been expelled from Membership of the Association at any time; and
 - (ii) Must meet the eligibility qualifications for Membership outlined in rule 7.

6 Application for and approval of Membership

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- 6.1 Each application for Membership of the Association:
- (i) Must be made in writing in a form determined by the Board, and
 - (ii) Must include payment of an application fee and an annual subscription, except that
 - (iii) In the case of an Applicant applying for more than one Membership, an application fee is only required with the first application for Membership.
- 6.2 A person eligible for Membership shall be admitted to the appropriate category of Membership by the Secretary after receipt of an application in accordance with rule 6.1 (i), and will be notified of the decision as soon as is practical.

7 Categories of Membership

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An Applicant nominates for Membership in one of the following categories:

- (i) Full Member, or
- (ii) Commercial Member, or
- (iii) Junior Member

7.1 Full Membership

A Full Member must, in addition to the requirements contained in rule 5, own or be the nominee of the owner of any flock of Dorper sheep registered with the Association or have an interest in Dorper sheep that may be beneficial to the Association or may lead to ownership of a flock of Dorper sheep.

7.1.1 A Full Member may attend any meeting of the Association and record a vote whenever voting is conducted.

7.1.2 A Full Member is eligible for election to the Board and a Regional Committee.

7.2 Commercial Membership

A Commercial Member must, in addition to the requirements contained in rule 5, be a person who:

(i) Has an interest in the Dorper sheep breed, and/or

(ii) Is a commercial producer of Dorper sheep or Dorper cross-bred sheep.

7.2.1 A Commercial Member may attend any meeting of the Association but may not register a vote whenever voting is conducted.

7.2.2 Notwithstanding clause 7.2.1, a Commercial Member may register a vote at any meeting conducted by a Regional Group pursuant to clause 25 of these rules.

7.2.3 A Commercial Member is not eligible for election to the Board of the Association but is eligible to hold a position on a Regional Committee or such other committees as the Association may form.

7.2 Junior Membership

A Junior Member must, in addition to the requirements contained in rule 5 be a person who:

(i) Is under the age of eighteen (18) years at the date of application, and

(ii) Has an interest in the Dorper sheep breed.

7.3.1 A Junior Member may attend any meeting of the Association but may not register a vote whenever voting is conducted.

7.3.2 A Junior Member is not eligible for election to the Board or to the Regional Committee.

8 Cessation or transfer of Membership

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8.1 Forms of Cessation

An Applicant ceases to have the rights of Membership of the Association:

(i) If a Member who is an individual Member dies, or

(ii) If they resign their Membership in accordance with rule 8.2, or

(iii) If they are expelled from the Association in accordance with rules 13 and 14, or

(iv) If they fail to pay any fees or subscriptions owing.

8.2 Resignation of Membership

A financial Member of the Association may resign from Membership of the Association by giving to the Secretary written notice to that effect.

8.3 Transfer of Membership entitlements

(i) A right, privilege or obligation which a person has by reason of being a Member of the Association terminates on cessation of Membership,

Except that:

(ii) If cessation of Membership is due to the death of a Full Member who is the owner of a flock of sheep registered with the Association, and if other owners of the flock of sheep still survive, then such owners may nominate another person to be a Full Member, or

(iii) In accordance with rule 5.2, if an Applicant who is not a natural person, nominates an alternative natural person to represent them as a Member.

9 Register of Members

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9.1 The public officer of the Association must establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member, and in the case of cessation of Membership the date on which the Member ceased to be a Member is to be also recorded.

9.2 The register of Members must be kept at the principal place of administration of the Association and must be made available for inspection, free of charge, to any Member of the Association who in the opinion of the Public Officer makes a reasonable request, including giving adequate notice.

9.3 A Member of the Association may obtain a copy of any part of the register on payment of a fee to be determined by the Board.

10 Fees and subscriptions

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10.1 A person applying for Membership of the Association must pay to the Association such application fees and annual Membership fees as determined by the Board.

10.2 A Member of the Association shall pay an annual Membership fee in advance before the first day of the financial year of the Association as outlined in Clause 35.6.

11 Members' liabilities

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The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rule 10.

12 Resolution of internal disputes

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12.1 If a dispute between Members (in their capacity as Members), or a dispute between Members and the Association, is unable to be resolved within a reasonable time, then the matter may be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

12.2 At least 7 days before a mediation session is to commence, the parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator.

13 Disciplining of Members

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13.1 Any Member may make a complaint to the Board regarding another Member if they have evidence that the other Member, or their representative:

- (i) Has persistently refused or neglected to comply with a provision of these rules, or
- (ii) Has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

13.2 On receiving such a complaint, the Board:

- (i) Must cause notice of the complaint to be served on the Member concerned, and
- (ii) Must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in response to the complaint, and
- (iii) Must take into consideration any submissions made by the Member in connection with the complaint.

13.3 The Board may, by resolution, suspend or expel the Member from the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

13.4 If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, give written notice to the Member of the action taken, of the reasons given by the Board for having taken that action, and of the Member's right of appeal under rule 14.

13.5 The expulsion or suspension does not take effect:

- (i) Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
- (ii) If the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 14.4 whichever is the later.

14 Right of appeal of disciplined Member

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- 14.1 A Member may appeal to the Association against a resolution of the Board under rule 13.3, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2 The notice may, but need not, include a statement of the grounds of the appeal.
- 14.3 On receipt of a notice from a Member under rule 14.1, the Secretary must notify the Board which will convene a Special General Meeting of the Association to be held within 28 days of the Secretary receiving the notice.
- 14.4 At the meeting of the Association convened under 14.3:
- (i) No business other than the question of the appeal is to be transacted, and
 - (ii) The Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) The Members present are to vote by secret ballot on whether they agree to confirmation of the resolution made under rule 13.3.
 - (iv) If a simple majority of those present vote in favour of the resolution, then the resolution is confirmed.

Rules 15 - 22

The Board and its operation

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15 Powers of the Board

The Board of management of the Association is to be called the Board and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in a General Meeting:

- (i) Is to control and manage the affairs of the Association, and
- (ii) May exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a General Meeting of Members of the Association, and
- (iii) May delegate Board functions to individual office bearers or employees of the Association, in addition to the provisions of rule 22 regarding delegation to Regional Committees, and
- (iv) Has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, including the creation of By-Laws, and
- (v) Where authorised by resolution of a majority of all Members present at an annual meeting or Special General Meeting, may borrow or raise money including the giving of security.

16 Composition of the Board

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- 16.1 The Board will consist of a maximum of ten (10) Members and will consist of up to two (2) Members from each Regional Group elected in accordance with rule 25.
- 16.2 Board Members will hold office for two (2) years and are eligible for re-election.
- 16.3 The office bearers of the Association may also be Board Members. However, subject to the requirements of the Act, the Association may appoint such other person or persons as office bearers that the Association deems appropriate.
- 16.4 The office bearers of the Association are to be:
- (i) The Chairman,
 - (ii) The Vice Chairman
 - (iii) The Secretary,
 - (iv) The Treasurer,
 - (v) The Public Officer, and
 - (vi) Such other officers as the Association deems appropriate.
- 16.5 No Board Member may hold more than one office referred to in rule 16.4 except that the Member who is the Public Officer may hold one (1) other office.
- 16.6 The Chairman will hold that office for a period of one (1) year following election and is eligible for re-election as Chairman in each of the two following years for a maximum term of three (3) consecutive years.
- 16.7 In the event of a casual vacancy occurring in the Membership of the Board, the Member appointed to fill the vacancy in accordance with rule 19.2, will hold office until the conclusion of the Regional Annual General Meeting following the date of the appointment.

Should a Region not be able to provide a Member or replacement, the Board may at its discretion appoint a replacement Member from any Region if the Board identifies a particular skill, expertise or experience that would add value to the performance of the Board. In this case expressions of interest, for nominations with the specified skills expertise or experience, would be sought from full DSSA members. The replacement Member will be decided by a simple majority vote of the Board based on the merit of nominations with respect to the specified skills, expertise and experience, and hold office until the conclusion of the following Regional Annual General Meeting where casual vacancy originated. The Board member appointed in this way will be eligible for reappointment.

17 Election of Board Members and office bearers

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- 17.2 Board Members of the Association are to be elected at the Annual General Meeting of each Regional Group in accordance with rule 25.
- 17.3 Each Regional Group may elect a maximum of two (2) Board Members and the term of each Board Member is to be staggered by one year so that only one Board Member is elected by each Regional Group each year.

- 17.4 The Chairman and other office bearers of the Association are to be elected
- (i) Annually by the Board Members, in a manner determined by the Board;
 - (ii) At a Board meeting convened within 24 hours of the Association Annual General Meeting; notwithstanding that
 - (iii) If this Board meeting is held prior to the Annual General Meeting, the new office bearers will be chosen by Board Members elected for the term following the said Annual General Meeting, any new roles will not commence until the conclusion of the Annual General Meeting.

18 Duties of Secretary and Treasurer

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18.1 Secretary

The Secretary of the Association shall:

- (i) As soon as practicable after being appointed as Secretary, lodge notice with the Association his or her address,
- (ii) Ensure that minutes are kept of:
 - (a) All appointments of office bearers and Board Members,
 - (b) The names of Board Members present at a Board meeting or a General Meeting, and
 - (c) All proceedings at Board meetings and General Meetings, and
- (iii) Ensure that minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18.2 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (i) That all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (ii) That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

19 Casual vacancies in the Board

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19.1 A casual vacancy in the office of a Board Member occurs if the Member:

- (i) Resigns from the Board by giving notice in writing to the Secretary, or
- (ii) Ceases to be a Member of the Association in accordance with rule 8.1, or
- (iii) Is removed from office in accordance with rule 20, or
- (iv) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

- (v) Becomes incapacitated by ill-health, including but not limited to, mental illness, or
- (vi) Is absent without the consent of the Board from three consecutive meetings of the Board.

19.2 In the event of a casual vacancy occurring in the Membership of the Board, the Chairman will seek the advice of the President of the Regional Group which elected him or her, and following consideration of this advice the Board may appoint a Member to fill the vacancy for the term outlined in rule 16.7.

20 Removal and replacement of Board Member

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20.1 Any Board Member may be removed from office before the expiration of his or her term of office by resolution of the Association at a Special General Meeting of the Association convened in accordance with rule 27, and also by resolution at the same meeting may be replaced by another person to hold office until the expiration of the term of the Member so removed.

20.2 The Board Member to whom a proposed resolution referred to in rule 20.1 relates may make a representation in writing to the Secretary or Chairman, which representation shall either be sent to each Member of the Association before the meeting and/or shall be read out at the meeting at which the resolution is considered.

21 Meetings and quorum of Board

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21.1 The Board shall meet at least 3 times annually in such time and manner (including in-person or by an electronic format), as the Board may determine.

21.2 Additional meetings of the Board may be convened by the Chairman or by any Board Member after giving sufficient notice to the Secretary to allow compliance with 21.3.

21.3 The Secretary shall give each Board member at least 48 hours notice of a Board meeting, together with specification of the nature of the business to be considered.

21.4 Business other than that specified in accordance with 21.3 may be conducted if unanimously agreed by all members present.

21.5 Any 5 Board Members constitute a quorum for the transaction of the business of Board meeting and no business is to be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be adjourned to the same time and day in the following week, notwithstanding that an electronic format may be used for the second meeting even if the first was face-to-face.

21.6 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

21.7 At a meeting of the Board:

- (i) The Chairman, or in the Chairman's absence the Public Officer, is to preside, except that
 - (ii) If the Chairman and the Public Officer are absent or unwilling to act, another Board Member may be chosen to preside by those present.
- 21.8 Except in the case of 21.9, matters arising at a meeting of the Board are to be determined by a majority of the votes of Board Members present at the meeting, with each Board Member present (including the presiding officer) entitled to one vote.
- 21.9 By-Laws may be developed by the Board with the content to be approved by a simple majority of Board Members, notwithstanding that the Board may decide to refer approval of any By-Law to a General Meeting of the Association as a general resolution.
- 21.10 A Board Member wishing to rescind or alter a previous Board decision must give at least seven (7) days notice in writing of a related motion to the Secretary who must call a meeting in accordance with 21.2 and 21.3 at which the motion will be considered.

22 Delegation of Board functions to Regional Committee

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- 22.1 The Board may delegate the exercise of functions of the Board to one or more Regional Committee, other than:
 - (i) This power of delegation, and
 - (ii) A function which is a duty imposed on the Board by the Act or by any other law.
- 22.2 Any action of a Regional Committee in the exercise of a delegation under this rule has the same consequences as if it were undertaken by the Board.
- 22.3 The Board may revoke wholly or in part any delegation under this rule by giving the Regional Committee 7 days notice in writing.

Rules 23 – 25 Regional Groups

23 Formation of Regional Groups and their affiliations

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- 23.1 The Association shall include five (5) Regional Groups: Eastern Region, Queensland Region, Western Region, Central Region and Southern Region, which have the purpose of supporting the objectives of the Association at the local level.
- 23.2 Members may be affiliated with any one Regional Group with which they have a connection and they will be assigned to a Regional Group in accordance with their postal address unless they provide the Secretary with evidence to support an alternative affiliation.
- 23.3 The boundaries of Regional Groups will be determined, and may be amended, by the Board of the Association.

24 Governance and meetings of Regional Groups

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- 24.1 Each Regional Group shall be managed by a Regional Committee, will consist of at least 4 Members, and will include a President, Vice President and Secretary.
- 24.2 The Regional Committee will also include two (2) national representatives to perform the role of Board Member of the Association, in accordance with rules 15 to 17.
- 24.3 The Members elected as Board Members may or may not hold other roles on the Regional Committee.
- 24.4 The Regional Group and Regional Committee may meet and adjourn as the Regional Committee decides, except that a Regional Annual General Meeting shall be held annually two (2) to eight (8) weeks before the Annual General Meeting of the Association.
- 24.5 In relation to the Regional Annual General Meeting:
- (i) Each Member affiliated with the relevant Regional Group must be given at least 14 days prior notice of the date, time and place of the meeting.
 - (i) In addition to transacting any other business, the meeting will:
 - (a) Confirm the minutes of the last preceding Regional Annual General Meeting,
 - (b) Receive from the Board Members reports on the activities of the Association,
 - (c) Conduct election of office bearers in accordance with rule 25, and
 - (d) Receive from the Secretary of the Association a statement in relation to the financial position of the Regional Group.
 - (ii) A quorum will be 7, present either in person or by proxy, and will include any Full or Commercial Member appropriately affiliated with the relevant Regional Group;
 - (iii) Except in relation to the quorum, the governance and decision-making will be in line with rules 30 and 31 which relate to General Meetings of the Association.

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25 Election and terms of office of Regional Committee including Board Members

- 25.1 Each member of the Regional Committee, including the Board Members, will be chosen from Members nominated at the Regional Annual General Meeting and will be elected by a simple majority of Members voting in person or by proxy at that meeting.
- 25.2 The Regional Committee:
- (i) Will hold office for one year, commencing at the end of the Regional Annual General Meeting at which they were elected, until the end of the next Regional Annual General Meeting, except that
 - (ii) Board Members, in accordance with rule 16.5 but with the exception of the circumstances outlined in rule 25.3, will hold office for two (2) years with their terms staggered in accordance with rule 17.3 such that one Board member will be elected each year, and with their terms commencing at the end of the Association Annual General Meeting following their election.

- 25.3 Should a Board Member resign prior to the expiration of their two year term this will constitute a casual Board vacancy and will be filled in accordance with rule 19.2, and should their term not be complete at the next Regional Annual General Meeting, a replacement Board Member, who may be the same Member who filled the casual vacancy, will be elected by the Regional Group at that meeting, with their term to start at the end of that meeting and finish in line with the term of the Board Member who resigned.

Rules 26-30 Conduct of General Meetings

26 Annual General Meetings

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- 26.1 With the exception of the first Annual General Meeting of the Association, the Association must convene an Annual General Meeting of its Members within 6 months after the close of the Association's financial year.
- 26.2 The Association must hold its first Annual General Meeting:
- (i) Within the period of 18 months after its incorporation under the Act, and
 - (ii) Within 6 months of the expiration of the first financial year of the Association.
- 26.3 The Annual General Meeting of the Association is, subject to rules 26.1 and 26.2, to be convened on such date and at such place and time as the Board thinks fit.
- 26.4 In addition to transacting any other business, the Annual General Meeting will:
- (i) Confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting, and
 - (ii) Receive from the Board which presided during the last year, reports on the activities of the Association during the last preceding financial year, and
 - (iii) Confirm the election of Board Members who have been duly elected in accordance with rules 17 and 25, and
 - (iv) Receive from the Board which presided during the last year, the Association's financial statements for the previous financial year, and the auditor's report for those statements.
- 26.5 An Annual General Meeting must be specified as such in the notice convening it.

27 Special General Meetings

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- 27.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 27.2 The Board must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting of the Association.
- 27.3 A requisition of Members for a Special General Meeting:
- (iii) Must state the purpose or purposes of the meeting, and
 - (iv) Must be signed by the Members making the requisition, and
 - (v) Must be lodged with the Secretary, and
 - (vi) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 27.4 If the Board fails to convene and hold a Special General Meeting within 1 month of lodgement of a requisition as referred to in rule 27.3, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after the lodgement date.

27.5 Any Member or Members convening a Special General Meeting as referred to in clause 27.4 must be given practical assistance and/or financial reimbursement by the Association, such that the meeting may be convened in the same manner as would usually be implemented by the Board.

28 Notice for General Meetings

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28.1 Any notice of meeting must state the date, time and place of the meeting together with the nature of the proposed business of the meeting, which in the case of the Annual General Meeting must also comply with rule 26.

28.2 In relation to the Annual General Meeting and any Special General Meeting of the Association, except if the nature of the proposed business requires a Special Resolution of the Association, the Secretary must give each member at least 14 days notice prior to the date of the meeting.

28.3 If the nature of the business proposed for any General Meeting of the Association requires a Special Resolution, as identified in rule 36, or as defined by Fair Trading NSW, the Secretary must give each member at least 21 days prior notice, must comply with rule 28.1, must state the intention to propose a Special Resolution, and must specify the said Resolution.

29 Governance, quorums and adjournments of General Meetings

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29.1 A General Meeting will be presided over by:

(i) The Chairman, or in his or her absence the Vice Chairman, or in his or her absence the Public Officer, except that

(ii) If those cited in 29.1(i) are absent or unwilling to act, the Members present will elect one of their number to preside at the meeting.

29.2 Ten (10) Members (being Members entitled to vote in accordance with these rules), present either in person or by proxy, shall constitute a quorum at any General Meeting and no item of business will be transacted unless a quorum is present.

29.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

(i) If convened on the requisition of Members under rules 27.2 or 27.4, is to be dissolved, or

(ii) In any other case, is to stand adjourned to the same day in the next week at the same time and place, unless another place is communicated to all Members by the Secretary before the day to which the meeting is adjourned.

29.4 If at a meeting already adjourned due to a lack of quorum, a quorum is still not present half an hour after the time appointed for commencement of the adjourned meeting:

(i) If at least 5 Members are present, in person or by proxy, they will constitute a quorum or

- (ii) If less than 5 Members are present, in person or by proxy, the meeting will be dissolved.

29.5 Adjournment of General Meeting where a quorum is present may also be ordered:

- (i) By the presiding officer, with the consent of the majority of Members present, to another time and place, except that
- (ii) The only business to be transacted at the adjourned meeting is that which was left unfinished at the meeting at which the adjournment took place, and
- (iii) No notice of a meeting adjournment is required unless the meeting is adjourned for 14 days or more, in which case the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30 Decisions at General Meetings

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30.1 At any General Meeting of the Association a resolution put to the vote shall be decided by a show of hands and, unless a poll is demanded in accordance with 30.2:

- (i) A declaration by the presiding officer that a resolution has, on a show of hands, been carried or lost, and
- (ii) An entry to that effect in the minute book of the Association

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

- (iii) The matter is a Special Resolution in which case the proportion of Members voting for or against the resolution must be accurately recorded

30.2 Notwithstanding 30.1, a poll may be used to decide any matter at any General Meeting:

- (i) If a poll is demanded, before or on the declaration of a show of hands, by the presiding officer or by at least 3 Members present in person or by proxy at the meeting, and providing
- (ii) The poll is taken:

(a) Immediately in the case of a poll which relates to the election of the Presiding officer of the meeting or to the question of an adjournment, or

(b) In any other case, in such manner and at such time before the close of the meeting as the presiding officer directs.

30.3 In the case of a Special Resolution:

- (i) It must be passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a Special General Meeting convened in accordance with rules 27 and 28, unless
- (ii) The manner outlined in 30.3(i) is not practicable and this fact is agreed by the relevant Director General who, under the Act, directs an alternative method of resolution.

- 30.4 On any question arising at a General Meeting of the Association:
- (i) A Full Member is entitled to one vote, either in person or by proxy, for each Membership held, providing all money due and payable to the Association has been paid;
 - (ii) In accordance with rules 7.2.1 and 7.3.1, Commercial and Junior Members are entitled to attend any meetings of the Association but are not entitled to cast a vote.
- 30.5 Each Full Member is entitled to appoint another Full Member as proxy, in a form determined by the Board, and no later than prior to the commencement of the meeting in respect of which the proxy is appointed.

Rules 31-33 Breed Management

31 Registration of flocks and of sheep

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- 31.1 The Association shall maintain a register of flock prefixes including identification of the Member affiliated with each prefix.
- 31.2 The Association shall maintain a register of Dorper sheep owned by Members.
- 31.3 The rules pertaining to registration of flocks and of sheep, as pertaining to 31.1 and 31.2, shall be recorded as a By-Law of the Association, having been developed in accordance with rule 21.9.

32 Breed Standard

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- 32.1 The Breed Standard of the Association shall be recorded as a By-Law of the Association, having been developed in accordance with rule 21.9.
- 32.2 In order to protect or promote the Breed Standard, and the Objects of the Association, the Board may cause to be developed guidelines for the conduct of shows, sales or other activities.

33 Judges and inspectors

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- 33.1 The Association shall maintain a register of judges and inspectors who are affiliated with the Association.
- 33.2 The rules pertaining to Judges and Inspectors, including qualifications required, shall be recorded as a By-Law of the Association, having been developed in accordance with rule 21.9.

Rules 34-39 Administrative issues

34 Insurance

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The Association may effect and maintain insurance.

35 Funds

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35.1 The funds of the Association are to be derived from sources it determines to be appropriate, which include but are not confined to: application fees for membership, annual subscriptions, registration and transfer fees, sale of merchandise, provision of ear tags and certificates, licence fees for the use of any property owned by the Association, Intellectual Property, grants, gifts, interest, commissions, investments, consultancy and other services.

35.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

35.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

35.4 Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.

35.5 The protocol for authorisation of financial transactions will be developed and implemented by the Board and all negotiable financial instruments must be signed by representatives authorised in accordance with such protocol.

35.6 The financial year of the Association will commence on 1st July and finish on 30th June until 30th June until 30th June 2017. From 1st January 2018 the financial year of the Association will commence on 1st January and finish on 31st December. The Board will determine interim measures for 2017 to transition the beginning of the financial year and the timing of annual membership commitments as itemised in Clause 10.2.

36 Alteration of objects and rules

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The statement of objects and these rules may be altered, rescinded or added to only by a Special Resolution of the Association.

37 Common seal

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37.1 The common seal of the Association must be kept in the custody of the Public Officer or Secretary.

37.2 The common seal must not be affixed to any instrument except by the authority of the Board and must be attested by the signatures either of 2 Members of the Board or of 1 Member of the Board and of the Public Officer or Secretary.

38 Custody of financial and other records

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- 38.1 Except as otherwise provided by these rules, the Secretary or Public Officer must keep in his or her custody or under his or her control all financial and other records and other books or documents relating to the Association.
- 38.2 The records, books and other documents of the Association must be open to inspection, free of charge, by a Member of the Association who in the opinion of the Public Officer makes a reasonable request, including giving adequate notice.

39 Service of notices

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- 39.1 For the purpose of these rules, a notice may be served on or given to a person:
- (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by a form of electronic transmission to an address specified by the person for giving or serving the notice.
- 39.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) in the case of a notice sent by electronic transmission, on the date it was sent.