

# AUSTRALIAN GALLOWAY ASSOCIATION INC

## RULES

**Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (the Act)**

### **The Association**

1. The name of the Association is the Australian Galloway Association Inc (the Association).
2. The purposes of the Association are to advance agriculture in Australia and to administer to the requirements of breeders and others with an interest in Galloway cattle (the Purposes).
3. The Association has power to do all things that help it to achieve these Purposes.
4. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the Purposes of the Association.

### **Financial year**

5. The financial year of the Association starts on 1 January of each year.

### **Members**

6. Anyone who supports the Purposes of the Association can apply to join the Association as a member. The Committee can set or change joining fees and annual subscription fees for members.
7. A person can apply to join the Association by lodging a membership application with the Association and paying the fees payable under these rules.
8. As soon as practicable after the receipt of the application the application shall be referred to the Committee.
9. The Committee can approve or reject an application to join the Association. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the prescribed fee (if any) and write to the person to tell them their application has been rejected.
10. A person becomes a member when:
  - a) the Committee has approved their application to join the Association
  - b) the Association has received the person's prescribed fees (if any), and
  - c) the Secretary has entered the person's name, address and date they became a member, and any other information as determined by the Committee from time to time, in the members register.

The Association must inform the person when their membership has started, and if they have to pay any annual subscription fee (which will be calculated in proportion to the remaining financial year at the time they become a member). That fee (if any) must be paid within 28 days.

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11. Members can choose to stop being a member of the Association at any time by writing to the Secretary. The Association will not refund any joining and subscription fees already paid.
12. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (AGM)).
13. Members will pay such fees as are determined by the Committee from time to time.
14. Members have rights and liabilities as set out in the Act and in these rules.
15. Each member's liability is limited to the joining and annual subscription fees (if any).
16. There shall be the following categories of membership of the Association:
  - a) Foundation Life Members and Life Members – an individual, firm, company or institution registered in the records of the Association as a Foundation Life Member or Life Member, with, for a firm, company, or institution, an individual nominated as the person on whose death the Foundation Life Membership or Life Membership will cease.
    - i) Foundation Life Membership and Life Membership is available on payment of a single fee as determined by the Committee.
    - ii) Application for Foundation Life Membership will not be accepted after 31 January 1999.
    - iii) A Foundation Life Member and a Life Member shall be entitled to one (1) vote at a General Meeting of the Association.
    - iv) A Foundation Life Member and a Life Member shall be entitled to hold no more than three (3) proxies.
    - v) A Foundation Life Member and a Life Member shall not be liable to pay annual subscriptions but shall be liable to pay all other fees as determined by the Committee.
    - vi) Upon the death of the nominated individual for a Foundation Life Membership or a Life Membership who represented a firm, company or institution, the membership of the firm, company or institution may continue on payment of the annual membership fee.
    - vii) A Foundation Life Member or a Life Member who fails to register any progeny or have an active animal on the inventory during a period of five (5) consecutive calendar years shall immediately cease to be a Foundation Life Member or a Life Member of the Association but shall be entitled, on request, to continue as a Commercial Member of the Association with no annual fee being payable. Upon the recommencement of registration of progeny or having active animals on the inventory the Foundation Life Membership or Life Membership will be reinstated.

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- b) Full Members - an individual, firm, company or institution registered in the records of the Association as a Full Member and who is currently financial.
  - i) A full member shall be entitled to one (1) vote at a General Meeting of the Association.
  - ii) A full member shall be entitled to hold no more than three (3) proxies
- c) Associate Members – an individual, firm, company or institution registered in the records of the Association as an Associate Member who is currently financial.
  - i) An Associate member shall be entitled to one (1) vote at a General Meeting of the Association.
  - ii) An Associate member shall be entitled to hold no more than three (3) proxies
  - iii) An Associate member is not entitled to register or transfer cattle with the Association.
- d) Commercial Members – A Commercial Member means an individual, firm, company or institution registered in the records of the Association as a Commercial Member and who is currently financial.
  - i) A Commercial Member is not entitled to register or transfer cattle with the Association.
  - ii) A Commercial Member is not entitled to vote. Notwithstanding Rule 51, a Commercial Member is not entitled to hold a proxy or appoint another member as his proxy.
  - iii) A Commercial Member shall not be entitled to be elected to the Committee
- e) Junior Members - A Junior Member means an individual under the age of twenty-one (21) years, or an individual under the age of twenty-five (25) years who is still studying at a registered agricultural school and who is currently financial.
  - i) A Junior Member shall be entitled to one (1) vote when personally present at a General Meeting of the Association.
  - ii) Notwithstanding Rule 51, a Junior Member shall not be entitled to hold a proxy or to appoint another as his proxy.
- f) Junior Associate Members - A Junior Associate Member means an individual under the age of twenty-one (21) years, or an individual under the age of twenty-five (25) years who is still studying at a registered agricultural school and who is currently financial.
  - i) A Junior Associate Member is not entitled to register or transfer cattle with the Association.
  - ii) A Junior Associate Member is not entitled to vote. Notwithstanding Rule 51, a Junior Associate Member is not entitled to hold a proxy or appoint another member as his proxy.

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- iii) A Junior Associate Member shall not be entitled to be elected to the Committee
- g) School Members – an entity registered as an educational institution in Australia and who is currently financial.
  - i) A School Member shall be entitled to one (1) vote when personally present at a General Meeting of the Association.
  - ii) Notwithstanding Rule 51, a School Member shall not be entitled to hold a proxy or to appoint another as his proxy.
- h) A member being a firm, company or institution shall provide to the Association such particulars as determined by the Committee from time to time.
  - i) A member being a firm, company or institution shall by notice in writing nominate one representative and may at any time by notice in writing revoke such nomination and make a fresh nomination.
  - ii) A representative shall to the exclusion of his principal be entitled to the same membership rights, privileges and obligations to which his principal would have been entitled were it an individual .Notwithstanding the foregoing the member and its representative shall each be jointly and severally responsible for any acts and omissions.
  - iii) The Committee may at any time upon reasonable grounds direct in writing that a member firm, company or institution revoke the appointment of its representative and appoint another in its stead.
  - iv) Notwithstanding Rule 16 (f) (iii) the Committee shall not issue such a direction without giving the member at least 30 days notice in writing that it is minded to do so (and indicating the grounds on which the Committee intends to rely) whereupon the member shall have 60 days from receipt of such notice to show cause why the direction should not be issued.
- 17. Alteration of a name - The name of an individual, firm, company or institution membership may be changed with approval of the Committee at its discretion that it is a continuation of a similar entity.

### **Members' access to documents**

- 18. A member may, subject to rules 17 to 19, inspect the rules of the Association, general meeting minutes, relevant documents (as defined in the Act) and the members register at a reasonable time.
- 19. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.

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20. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Association.
21. Members cannot inspect or get copies of Committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.
22. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

### **The Committee**

23. The Association is governed by a management committee (the Committee) that is made up of committee members (Committee Members).
24. The Committee can exercise all powers and functions of the Association (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
25. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
26. Committee Members are elected by members of the Association at the AGM by ballot. Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting three years after the date of election but is then eligible for re-election.
27. The Committee is made up of the following roles:
  - a) The President
  - b) Two Vice Presidents
  - c) The Treasurer
  - d) The Secretary
  - e) Up to Four (4) Ordinary Committee Members.
28. At the first Committee meeting after each AGM, the Committee will elect Committee Members to each Office and will decide the responsibilities of each Office. Each Officer of the Association shall hold office up to the conclusion of the Annual General Meeting next after the date of his or her election. In the event of a casual vacancy in any office referred to in Rule 26 the Committee may appoint another one of its members to the vacant office and

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the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

29. The Secretary must be over 18 years of age, and live in Australia.
30. If the Secretary stops living in Australia, they cannot remain the Secretary.
31. If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.
32. Each Committee Member shall hold office until the annual general meeting three years after the date of election but is then eligible for re-election.
33. Nominations of candidates for election as members of the Committee
  - a) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - b) Shall be delivered to the Secretary of the Association not less than forty (40) days before the date fixed for the holding of the Annual General Meeting.
34. If the number of members nominated to be Committee Members is equal to the number of Committee Members, the AGM Chair may declare the positions filled without holding a ballot.
35. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the committee may appoint a member to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the next Annual General Meeting of the Association.
36. A Committee Member stops being on the Committee if they:
  - a) resign, by writing to the Committee or the Secretary
  - b) are removed by a special resolution of members of the Association
  - c) become insolvent (as the term is used in the Corporations Act 2001)
  - d) become a represented person (under the Guardianship and Administration Act 1986), or
  - e) die.
37. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 36, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM, at which time the meeting will choose a member to fill the casual vacancy. The Committee Member thus appointed shall serve the remaining term of office pertaining to the casual vacancy.

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38. Following the first annual general meeting of the Association, each member who serves three consecutive full terms as a member of the Committee will thereafter become ineligible to serve on the Committee for a minimum period of ten consecutive months.
39. Among its other responsibilities, the Committee is responsible for making sure that:
  - a) accurate minutes of general meetings and Committee meetings of the Association are made and kept, and
  - b) all records, securities and relevant documents of the Association are kept properly.

### **Committee Meetings**

40. The Secretary must give seven (7) days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
41. The Committee shall meet at least three times in each year at such place and such times as the Committee may determine.
42. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
43. Documents transmitted electronically shall be accepted as if they were original documents provided that if requested to do so the party sending the document(s) can be required to send the original to the Association.
44. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting.
45. If a vote of the Committee is tied, the Chair of the meeting has the deciding vote.
46. The majority (more than half) of Committee Members must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).
47. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by the majority of members present, by poll taken in such manner as the person presiding at the meeting may determine.
48. The Committee has the power to delegate authority to others provided such delegation is determined by resolution by the Committee in accordance with these Rules.

### **General Meetings**

49. The Association must hold an AGM within five months of the end of the Association's financial year.

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50. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
51. The Committee or a group of at least 20% of all members may call a Special General Meeting.
52. Five (5) members personally present and ten (10) members represented by proxy (a quorum) must be present at a general meeting (either in person or through the use of technology, for the meeting to be held).
53. Members may vote by proxy at general meetings.
54. Proxy forms must be received by the Secretary forty eight (48) hours before a meeting.
55. Any one member may not hold more than three (3) proxies. If a member receives more than three (3) proxies these will be allocated by the Secretary to any subordinate proxy choices in accordance with the standard proxy form. The member appointed as proxy must be eligible to attend and vote at the meeting in his own right.
56. The Chairperson may hold more than three (3) proxies providing the proxy is given to "The Chairperson" and not nominated to a specific member.
57. Notice of general meetings must be provided to members at least thirty (30) days before the meeting in writing to each member's postal or email address listed on the members register (in the case of email addresses, so long as the email address was provided for receiving notices).
58. Notices of general meetings must include proposed matters to be dealt with at that meeting.
59. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
60. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
61. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
62. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.
63. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 50) within one (1) hour of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 30 days after the original meeting date).



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### **Grievance disputes**

64. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
65. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a) the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about.
  - b) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing.
  - c) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d) if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

### **Disciplining members**

66. The Committee can discipline a member of the Association if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the Association.
67. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
68. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a) the outcome must be determined by a unbiased decision-maker
  - b) the member must have opportunity to be heard, and
  - c) the disciplinary procedure must be completed as soon as reasonably practicable.
69. The outcome of a disciplinary procedure can be that the member must leave the Association, for a period of time or indefinitely. The Association cannot fine a member.

### **Funds**

70. The Association must not distribute funds, income or assets to members except as reasonable compensation for services provided or expenses incurred on behalf of the organisation.

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71. The Association may derive or generate funds from fees, joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the Association's Purposes.
72. Cheques, EFT transfers or cash payments made from the Association's funds must be authorised by two members of the Committee.
73. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
74. The Common Seal of the Association shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Secretary of the Association.

### **Alteration of rules**

75. These Rules may be changed, added to, or replaced by special resolution of the Association's members at a general meeting
76. To pass a special resolution, 75% of votes cast by members present at a meeting and eligible to vote must be in favour of the resolution.

### **Winding Up**

77. The members may vote by special resolution at a general meeting to wind up the Association.
78. If the Association is wound up, any surplus assets must not be distributed to the members or former members of the Associations, and (subject to the Act and any Court order) must be distributed to another organisation or organisations which has similar objects, so long as that other organisation or organisations are not carried on for the profit or gain of its members.