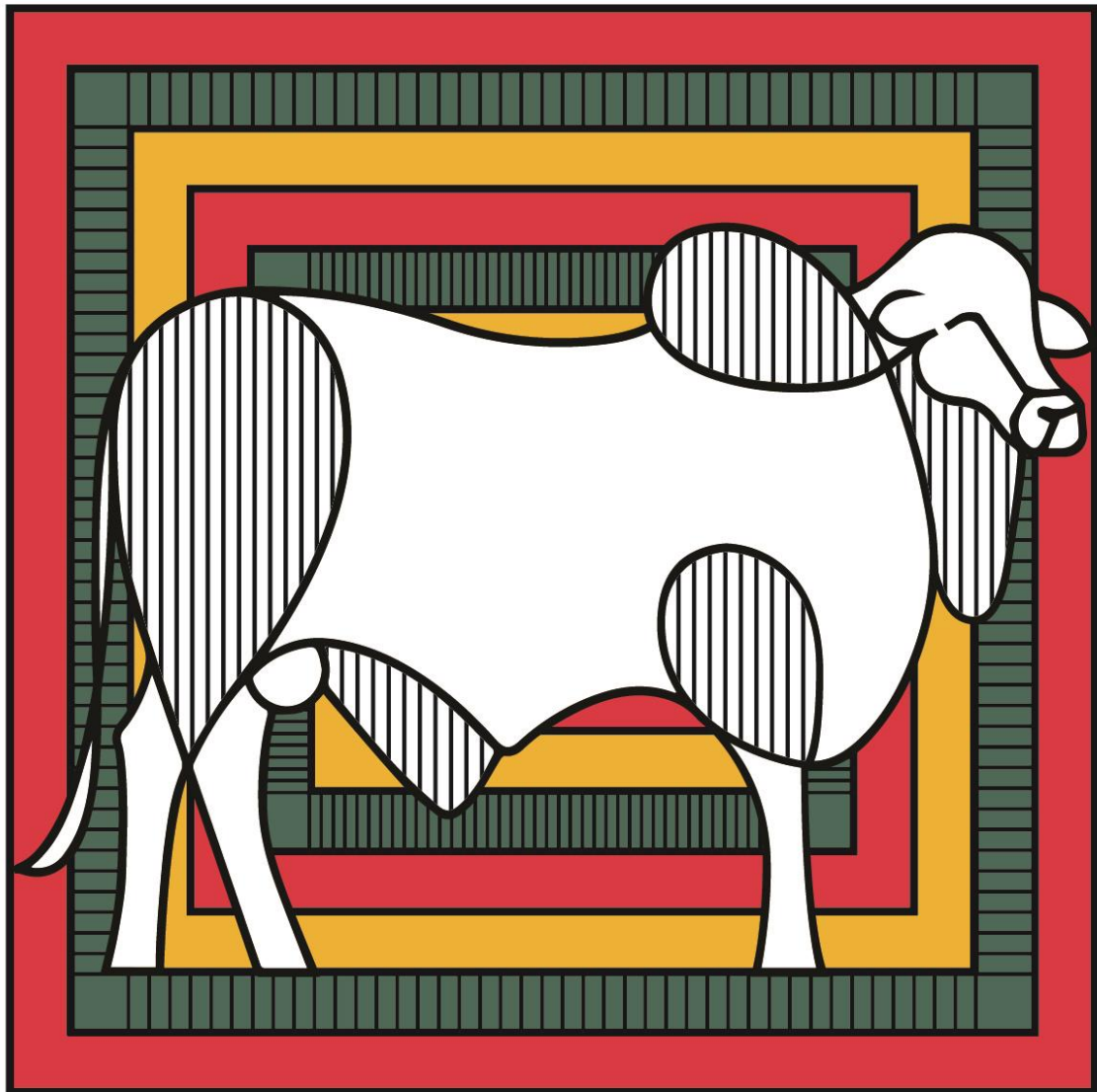


Australian Boran Cattle Inc.

Constitution and rules

[QLD Registration No. IA34547]



A U S T R A L I A N
B O R A N
C A T T L E

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Australian Boran Cattle Inc Constitution and rules

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Qld Registration No. IA34547

Amended by special resolution on 14 March 2020

Accepted by the Office of Fair Trading (OFT) for implementation on 14 April 2020

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Australian Boran Cattle Inc. Constitution and rules

Introduction

The *Australian Boran Cattle Constitution and rules* (the Rules) outlines the operations of *Australian Boran Cattle Inc.*, its members' rights, how the management committee works and how meetings will be run. It has been developed in accordance with *the Associations Incorporation Act 1981* (the Act).

1. Name, purpose and powers

Name

- 1.1 The name of the incorporated association is ***Australian Boran Cattle Inc.*** (hereinafter referred to as 'the Association').

Purpose and aims

- 1.2 The purpose of the Association is to promote, preserve and develop the unique and exceptional traits of the Boran breed in Australia.
- 1.3 The aims of the Association are to:
 - a. Define and uphold breed standards.
 - b. Safeguard the purity of the breed.
 - c. Maintain Herd Book records (or ensure such records are effectively maintained by an agreed external organisation).
 - d. Raise awareness of the strengths, values and history of the breed, and communicate information relevant to this goal.
 - e. Keep members informed and involved in the Association.

Powers

- 1.4 The Association has the powers of an individual. It may, for example:
 - a. enter into contracts
 - b. make charges for services and facilities it supplies; and
 - c. do other things necessary or convenient to be done in carrying out its affairs.

2. Membership

Eligibility

- 2.1 Any person who supports the purpose and aims of the Association is eligible for membership.

Classes of membership

- 2.2 There are three (3) classes of membership:
 - a. **Full member** – an individual, company or partnership
In the case of a company or partnership a representative shall be nominated as the person to have voting rights on behalf of the membership.

A full member shall have the right to:
 - vote at meetings and in ballots
 - submit items of business for consideration at a general meeting
 - nominate for, or hold a position on the Management committee (the Committee)
 - access the Herd Book and register Boran cattle in accordance with the *Australian Boran Cattle Inc. Herd Book – Regulation and procedures*.

- b. **Student/Education member** – a full-time student or learning institution (school/college/university)
- If under eighteen (18) years of age, a Student membership is subject to Parent/Guardian approval. Proof of enrolment in a full-time learning program should be submitted with an application.
 - A representative, over the age of eighteen (18), shall be nominated as the contact person for an Education membership.

An Education or Student member shall not have the right to vote at meetings or in ballots, nor to nominate for or hold a position on the Committee.

They shall have the right to:

- attend and participate in meetings
- submit items of business for consideration at a general meeting
- access the Herd Book and register Boran cattle in accordance with the *Australian Boran Cattle Inc. Herd Book – Regulation and procedures*.

- c. **Honorary member** – an individual who the Committee determines by consensus is worthy of life membership.

They shall have the right to:

- attend and participate in meetings
- submit items of business for consideration at a general meeting
- access the Herd Book and register Boran cattle in accordance with the *Australian Boran Cattle Inc. Herd Book – Regulation and procedures*.

2.3 A company, partnership or learning institute may from time to time change the representative nominated by the membership. A change of representative shall be provided in writing to the Secretary.

2.4 The number of Australian Boran Cattle Inc. memberships in each class is unlimited.

Automatic membership

2.5 Current members will, on the day this Constitution is adopted, retain their equivalent class and rights of membership, until such time as they renew their membership.

Applying for membership

2.6 An application for membership shall be made in writing, using the current version of the *Australian Boran Cattle Inc. Membership Form*. This form should be lodged with the Secretary.

2.7 Prospective members will be advised of the Association's Public Liability Insurance status via the Membership page of the website. A link to this information shall be provided on the *Australian Boran Cattle Inc. Membership Form*.

2.8 As soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee.

2.9 Upon an application being referred to the Committee, committee members shall determine within seven (7) days whether to approve or reject the application.

- a. **Approved applications** – an application is approved if the majority of Committee members (3 of 5) support it.
- b. The Secretary shall notify the applicant in writing that their application has been approved and request the appropriate payment for membership within a period of fourteen (14) days. Upon payment, the applicant's name will be entered in the Register of members, and they become a member of the Association.

- c. **Rejected applications** – an application is rejected if the majority of Committee members (3 of 5) do not support it.
- d. The Secretary shall notify the applicant in writing of the Committee’s decision to reject an application, but no reasons for rejection need be given.
- e. There is no right of appeal to a rejection of a membership application.

Membership fees and renewal

- 2.10 The Committee may from time to time, wish to vary membership fees. Upon deciding on an amount, members shall be asked to vote at a general meeting on the proposed variation and date of implementation. If members agree, the Committee shall implement the fee variation. (Refer to the *Schedule of fees*, available on the Australian Boran Cattle Inc. website, for current membership fees.)
- 2.11 A financial membership year runs from 1 July to 30 June. The later date being the end of the financial year.
- 2.12 Membership renewal fees are due on, or prior to 1 July. They shall be deemed to be in arrear if unpaid by 1 August (of the same year), and the membership terminated.
- 2.13 An applicant for new membership shall pay 100% of the membership fee when joining the Association from 1 July to 31 December, or 50% of the membership fee when joining after 1 January.

General rights of members

- 2.14 In addition to the rights associated with each class of membership (refer 2.2), members of the Association have the right to:
 - a. receive notice of general meetings, annual general meetings (AGMs) and special resolutions
 - b. to attend meetings
 - c. have access to meeting minutes
 - d. inspect the Register of members and financial documents
 - e. to hold a copy of the Rules.
- 2.15 A Full member is entitled to vote if:
 - a. more than 10 business days have passed since they became a member of the Association
 - b. their membership rights have not been suspended for any reason
 - c. they are a current, financial member
 - d. their membership class entitles them to vote.
- 2.16 The rights and privileges of a member cannot be transferred to another person, and terminate upon the cessation of membership, whether by death, resignation or expulsion.

Ceasing membership

- 2.17 A membership ceases on resignation, expulsion or death. Upon ceasing membership, the Secretary shall as soon as practicable, enter the date the person ceased to be a member in the *Register of members*.
- 2.18 A member is taken to have resigned if:
 - a. the member provides written notification of their resignation to the Secretary. In this case the resignation shall take effect at:
 - the time the notice is received by the Secretary; or
 - if a later time is stated in the notice, the latertime
 - b. the membership Fee is more than one (1) month in arrears. (Refer to 2.11)

- 2.19 Any member who resigns will not be entitled to a refund of their membership fee either in full or pro-rata.
- 2.20 The Committee may terminate a membership if the member:
- is convicted of an indictable offence; or
 - does not comply with any of the provisions of these Rules; or
 - conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 2.21 The Committee must give a member a full and fair opportunity to show why their membership should not be terminated. If, after considering all representations made by the member, the Committee decides to terminate the membership, the Secretary must notify the member in writing of the decision.

Appeals against termination

- 2.22 A person whose membership has lapsed, and is subsequently terminated (refer to 2.11), does not have a right of appeal against the termination. They may redress the termination by reapplying for membership and paying a new membership fee.
- 2.23 A person whose membership has been terminated, for a reason other than having membership fees in arrears, may give the Secretary written notice of an intention to appeal against the decision.
- 2.24 A notice of intention to appeal must be given to the Secretary within one (1) month of receiving the written notice of termination.
- 2.25 If the Secretary receives a notice of intention to appeal, they must, within one (1) month of receiving the notice, convene an Appeal panel and a time and venue to hear and decide the appeal. An Appeal panel shall comprise of two members of the Committee and a Full or Honorary member.
- 2.26 An Appeal hearing must be held within three (3) months of receipt of the notice of intention to appeal.
- 2.27 At the hearing, the applicant must be given a full and fair opportunity to show why their membership should not be terminated. The Committee must also be given a full and fair opportunity to show why the membership should be terminated.
- 2.28 If a mutually acceptable decision is not reached between the Appeal panel and applicant, the appeal shall be heard at the next general meeting. At this meeting both parties will be provided with the opportunity to present their case (as per 2.27). An appeal must be decided by a majority vote, of the members present and eligible to vote at the meeting.

Register of members

- 2.29 The Secretary must keep and maintain a *Register of members* that includes –
- For each current member:
- the member's name
 - contact details – preferred postal address, phone number and email address
 - a stud or property name, stud prefix and address (to be listed in the Herd Book, on *Certificates of registration* and *Notifications of recorded grade*)
 - the date of becoming a member
 - class of membership
 - any other information determined by the Committee.

For each former member:

- a. the date of ceasing to be a member
- b. the reason or circumstance for leaving the Association.

2.30 Information recorded in the *Register of members*, including the member's name, stud or property name, stud prefix and stud or property location, are also recorded in the Australian Boran Cattle Inc. Herd Book. These details appear on animal Index pages, *Certificates of registration* and *Notifications of recorded grade*.

2.31 Any member may, at a reasonable time and free of charge, inspect the *Register of members* by contacting the Secretary. The Committee may however, on the application of a member, withhold their information (other than their full name) from the inspected register, if the Committee has reasonable grounds for believing the disclosure of the information:

- a. would put the member at risk of harm
- b. could be used to contact or send material to other members of the Association for the purpose of advertising for political, religious, charitable or commercial purposes
- c. might be disclosed to someone else.

3. Management committee

3.1 The Management committee (the Committee) consists of five members:

- a. President
- b. Vice-president
- c. Secretary
- d. Treasurer
- e. Registrar

Committee responsibilities

3.2 The Committee is responsible to the members for controlling the business and operation of the Association. This includes following, interpreting and enforcing the Rules and procedures set out in the *Australian Boran Cattle Inc. Constitution and rules* book.

3.3 In addition, members of the Committee are required to:

- a. become familiar with the Rules, as soon as practicable after being elected or appointed to the Committee
- b. use reasonable care and skill in the performance of their duties
- c. act in good faith
- d. disclose any conflict that may arise between their own interests and the interests of the Association
- e. ensure any documents addressed to Australian Boran Cattle Inc. are brought to the attention of the Committee (via the Secretary) as soon as practicable after receipt
- f. ensure the safe custody of books and documents of the Association and provide members with access to these upon request. (N.B. The Committee may refuse to permit a member to inspect records that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.)
- g. ensure documents provided to the Office of Fair Trading (OFT) or submitted to members do not contain or omit anything that makes them false or misleading.

3.4 Committee members (and former committee members) must not make improper use of:

- a. their position
- b. information acquired by virtue of holding their position — so as to gain an advantage for himself or herself or any other person, or to cause detriment to the Association.

Powers of the Committee

- 3.5 The Committee has authority to interpret the meaning of the Rules, and any matter relating to the Association on which the Rules are silent. Any interpretation, however, must have regard to the Act, including any regulation made under the Act.

Duties of individual committee members

3.6 The **President**:

- chairs the Committee
- plays a major role in general meetings
- supports and assists with the implementation of the Association's aims and rules.

3.7 The **Vice-President** is the shadowing President. They have a back-up responsibility to the President for the administration and governance of the Association. They are responsible for:

- filling in for the President, when required
- ensuring that Members act in accordance with the Rules
- acting as a 'sounding board' and 'critical friend' to the President, and other committee members
- being an alternate signatory for legal and financial purposes
- chairing general meetings and AGMs on behalf of the President
- attending all meetings held by the Association.

3.8 The **Secretary** performs the following duties:

- keeping the *Register of members*
- sending and receiving letters, emails or other documents
- advising the Committee about urgent matters that arise from letters or other documents
- taking nominations for the Committee.
- informing members about meetings (giving plenty of notice)
- calling and convening all meetings
- arranging the venue
- preparing the agenda
- gathering and presenting any relevant documents
- taking and keeping of minutes of meetings
- making the minutes available to members.

3.9 The **Treasurer** is responsible for the financial affairs of the Association. Their duties include:

- keeping and maintaining an asset register
- managing the petty cash balance
- keeping the petty cash book up to date
- documenting all payments made, including receipts, invoices and statements
- maintaining all deposit and cheque books
- making sure that the Committee:
 - approves or ratifies all payments made
 - records details of these payments in the minutes
- keeping all financial records in Queensland
- keeping track of payments received by using:
 - a receipt book of consecutively numbered receipts
 - a computer system that keeps track of these records.

3.10 The **Registrar** is responsible for:

- managing and maintaining Herd Book records in line with the *Australian Boran Cattle Inc. Herd Book – Regulations and procedures*
- providing eligible members with electronic access to the Herd Book
- creating regular backups of Herd Book
- making sure that Herd Book complaints, concerns and special application requests are brought to the Committee's attention

- researching and tracking Boran bloodlines in Australia
- managing and developing the Australian Boran Cattle Inc. semen straw collection
- developing and raising awareness of breed standards.

3.11 In addition to the duties imposed by these Rules, a committee member may perform any other duty decided from time to time by the Committee or members, in order to fulfil the purpose and aims of the Association.

Committee member eligibility

- 3.12 A person is eligible to nominate, or be nominated, for a position on the Committee if they:
- a. are 18 years of age or older; and
 - b. are a current and financial, full member who has held membership for a minimum of twelve (12) months; and
 - c. support the purpose of the Association through current (or past) ownership of registered Boran cattle (entered in the Australian Boran Cattle Inc Herd Book).
- 3.13 A person nominating for the position of Secretary must be a resident of Queensland or be living within 65km of the Queensland border. There is no such requirement for other committee members.
- 3.14 A person is ineligible for election to the Committee if they have been convicted on indictment, imprisoned or are bankrupt.

Term of office

3.15 Each member of the Committee shall hold office for a period of two (2) years. At the end of this period they are eligible for re-election.

Nominating for a position on the Committee

- 3.16 Eligible members (refer to 3.12–3.14) are required to nominate themselves, or a candidate, prior to the election.
- 3.17 Nomination shall be:
- a. made in writing and accompanied by the written consent of the candidate (if applicable).
 - b. forwarded to the Secretary at least seven (7) days prior to the date set for the AGM.
- 3.18 The Secretary should advise all nominees of the Association’s public liability insurance status prior to the election.
- 3.19 If there are not enough nominees to fill the five (5) positions on the Committee (refer to 3.1), nominations may be taken from the floor prior to an election.
- 3.20 A member who is nominated for a position, but fails to be elected to that position, may be nominated during the election process for any other position for which an election is yet to be held.

Electing committee members

- 3.21 The Committee is elected at an Annual general meeting (AGM), by members of the Association.
- 3.22 At the conclusion of committee members’ two-year tenure, and at the start of an AGM, the Vice-President (or chairperson) shall declare all positions on the Committee vacant.
- 3.23 The election of each committee member may be by:
- a. show of hands; or

- b. written ballot. Where there is more than one nomination for a position, election for that position will be by ballot.
- 3.24 Nominees shall be invited to make a short speech in support of their election, before the ballot is taken.
- 3.25 Ballot papers shall be provided to members that are eligible to vote or their appointed proxies, collected and counted by two members appointed by the chairperson. (NB. An appointed member cannot be a nominee for the position.) The results of the ballot are then announced to the meeting.
- 3.26 If the Vice-President (or chairperson) is unable to declare the result of an election because two (2) or more nominees have received the same number of votes a further election for the position shall be conducted. If still unable to declare a result, a decision as to who shall be elected shall be by toss of coin.
- 3.27 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed elected, and the new Committee may appoint (within one (1) month following the election) a member to fill the vacancy. The member so appointed shall hold office, subject to these Rules, until the next AGM.
- 3.28 The Secretary must notify the OFT within one (1) month of any changes to the person elected to hold the position of President, Treasurer or Secretary.

Committee meetings

- 3.29 The Committee shall meet at least three (3) times in each year at such place and times as the Committee may determine.
- 3.30 The Secretary shall provide a minimum of fourteen (14) days notice of a committee meeting. A meeting notice shall take the form of an agenda, as for general meetings. (Refer to 4.6)
- 3.31 For a committee meeting to take place, a quorum must be present. A quorum comprises of more than fifty percent (three of five) of elected committee members.
- 3.32 The President shall chair committee meetings or delegate this role to the Vice-President.
- 3.33 A member of the Association or guest may be invited to attend and contribute to a committee meeting by the Secretary, for the purpose of:
 - a. taking the minutes
 - b. making a presentation, sharing expertise or providing advice.An invited attendee is not eligible to vote at the meeting.
- 3.34 The business conducted, and format of a committee meeting will vary depending on the business to be conducted or addressed. It shall however, if applicable:
 - a. confirm the minutes of the previous committee meeting
 - b. provide follow-up on actions determined at the previous meeting
 - c. share key incoming and outgoing correspondence.
 - d. present an update on the financial status of the Association. (Refer 6.12)
- 3.35 Minutes must be kept of all committee meetings, as per those kept for General meetings. (Refer to 4.26–4.27)
- 3.36 Questions arising at a committee meeting shall be decided by a majority vote and determined on a show of hands from those present at the meeting. If a vote is equal, the question is decided in the negative.

Committee decisions, made outside of formal meetings

- 3.37 A written decision, agreed in writing by a majority (3 of 5) of committee members, is as valid and effectual as if it were passed at a committee meeting.
- 3.38 A written decision may take the form of emails stating consent or agreement, or consist of several documents in like form, each electronically signed by one or more committee members.

Vacation of office

- 3.39 A person ceases to be a committee member, if they:
- a. cease to be a Full member of the Association
 - b. provide written notification of their resignation to the Committee. In this case, the resignation shall take effect at:
 - the time the notice is received by the Secretary; or
 - if a later time is stated in the notice—the later time
 - c. fail to attend three (3) consecutive committee meetings
 - d. are deemed by a special resolution of members not to have fulfilled the responsibilities and duties for which they were elected, as outlined in:
 - Committee responsibilities – (Refer to 3.2, 3.3 and 3.4); and
 - Duties – (Refer to 3.6 to 3.11)
 - e. become a represented person (under the Guardianship and Administration Act 1986).
- 3.40 If a committee member vacates office before the end of their term, the Committee can temporarily appoint an eligible member of the Association to fill the vacancy on the Committee until the next AGM.
- 3.41 A committee member asked to vacate office (refer to 3.39), has the right to appeal the decision. The appeal process used to hear appeals against membership termination, shall also be used to hear committee member appeals. (Refer to 2.25–2.28)

Conflict of interest

- 3.42 Committee members shall not be seen to profit from a decision or promote a personal interest (other than an interest shared with the majority of Association members). A committee member who has a material personal interest in a matter being considered at a committee meeting must:
- a. disclose the nature and extent of that interest
 - b. not vote on the matter.

4. General meetings

- 4.1 A minimum of three (3) general meetings shall be held each year:
- a. two (2) general meetings (one following the AGM); and
 - b. an annual general meeting (AGM).
- 4.2 General meetings may be held at a time and place determined by the Committee, and in consultation with members. The frequency and grounds for calling a meeting shall depend on the needs and activities of the Association.
- 4.3 The attendees of general meetings may include:
- a. financial members of the Association
 - b. prospective members or guest speakers invited to attend by the Committee.
- 4.4 Members may participate in, and vote at a general meeting, in person, by proxy or through the use of technology (if available, and that reasonably allows the member to

hear and take part in discussions as they happen). A member who participates in a meeting is taken to be present at the meeting.

Meeting procedures and format

- 4.5 The Secretary shall provide members with a minimum of fourteen (14) days notice of a general meeting. If a special resolution is to be proposed at the meeting, the Secretary shall provide at least twenty-eight (28) days notice.
- 4.6 A meeting notice shall take the form of an agenda. The agenda will:
- a. specify the date, time and place of the meeting
 - b. state the business to be conducted at the meeting
 - c. detail any motions or special resolutions to be put to members, by:
 - stating the motion or special resolution in full; and
 - including the intention and details of motions or a special resolution.
- 4.7 Members may submit an item for inclusion on the agenda. These shall be forwarded to the Secretary in writing, prior to the dissemination of the agenda.
- 4.8 A set agenda shall be enforced during a meeting. New items or motions that arise after the agenda has been circulated, or during the meeting, will be included as 'other business' (if time permits). These items may be discussed, but not voted on. New items that require a decision, or that are raised and not addressed, shall be included as agenda items for the next meeting.
- 4.9 At each general meeting the Vice-president shall preside as chairperson and conduct the meeting in a proper and orderly way. The President must assume the role of chair, or appoint another committee member, if the Vice-president:
- a. position is vacant or during an election for this position
 - b. is not present within fifteen (15) minutes after the start time set for the meeting
 - a. is unable to act.
- 4.10 The business conducted, and format of a **general meeting** will vary depending on the Association activities to be conducted or addressed. It shall however, if applicable:
- a. confirm the minutes of the previous general meeting. (Once adopted as a true and accurate record, the minutes shall be signed by the President (or Vice-president))
 - b. provide follow-up on actions determined at the previous meeting
 - c. report on relevant incoming and outgoing correspondence
 - d. present an update on the financial status of the Association. (Refer 6.12)
- 4.11 The ordinary business of an **Annual general meeting** (AGM) will:
- a. be held within six (6) months of the end of the financial year June 30th
 - b. confirm the minutes of the previous AGM. (Once adopted as a true and accurate record, the minutes shall be signed by the President (or Vice-president))
 - c. report on relevant incoming and outgoing correspondence
 - d. receive reports and statements on the previous financial year
 - e. elect committee members; and
 - f. consider any special resolutions or motions included on the agenda; and
- 4.12 Following member confirmation that the minutes of a previous meeting are a true and accurate record; the minutes shall be signed by the President.

Member rights and responsibilities at meetings

- 4.13 Meetings of the Association are intended to be safe, enjoyable and productive for all members. Those attending meetings have the right to be heard and to be listened to

respectfully. Members and invited guests are asked to:

- a. respect others and their opinions by allowing one person to speak at a time
- b. follow the set agenda
- c. accept group decisions and not return to 'closed agenda items' unless new, relevant subject matter emerges.

Voting and decision-making

- 4.14 Full members are able to vote on any proposal or motion raised at a general meeting, (if they comply with rule 2.14). A vote may be:
- a. made in person or by proxy
 - b. by show of hands (or by ballot, as required or requested by at least three (3) present members).
- 4.15 Generally, each proposal or motion put to members is decided by a majority vote. A majority vote is more than half of the votes cast.
- 4.16 There are two instances when the majority vote is not used. These include:
- a. Confirmation of the minutes of a previous meeting
In this case only members who were present at that meeting may vote.
 - b. Special resolutions
In this case it is considered passed if not less than seventy-five percent (75%) of members present (an absolute majority) vote in favour.
- 4.17 Once a proposal or motion is put to members for a decision or action the following procedure shall occur.
- a. A full member may agree or 'second' the proposal or motion. If seconded it can be put to the meeting for consideration, and if not, it will lapse.
 - b. If seconded, members may discuss and speak for or against the proposal or motion. To speak they should raise their hand, and in the first instance address the chairperson.
 - c. The proposal or motion is then read aloud and voted on.
 - d. If it is passed by a majority vote, it becomes a resolution and is recorded in the meeting minutes.
- 4.18 If a ballot is required or requested, the chairperson will appoint a member to act as returning officer to conduct the ballot. The returning officer shall give a blank piece of paper to each member present in person, or the member-appointed proxy. Ballot papers shall be collected and counted by the returning officer, and the results provided to the chair.
- 4.19 The chairperson shall, based on a show of hands (or ballot results) declare that a decision or resolution has been 'passed', 'passed unanimously' or 'lost'. If the votes are equally divided, the chairperson of the meeting has a casting vote as well as a primary vote.

Appointing a proxy

- 4.20 A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting (other than at an Appeal hearing).
- 4.21 The appointment of a proxy shall be in writing to the Secretary, not less than 24 hours before the meeting, and signed by the member making the appointment.

Cancelling or adjourning a general meeting

- 4.22 No business may be conducted at a general meeting unless a quorum is present. A quorum is the minimum number of people required to be in attendance for a meeting to be valid and able to proceed. The quorum for a general meeting is at least the number of

members elected to the Committee, plus one (1) eligible voting member.

- 4.23 If a quorum is not present within 30 minutes of the notified start time of a meeting, the chairperson shall declare the meeting cancelled. (NB. If a meeting convened by, or at the request of members is dissolved under this rule, the business that was to have been considered at the meeting is taken to have been dealt with.)
- 4.24 The chairperson may adjourn a meeting or agenda items to another time, with the consent of the majority of present members. This may occur if;
- a. there is insufficient time to deal with the business at hand; or
 - b. to give members more time to consider an item of business.

Meeting minutes

- 4.25 The Secretary shall ensure that full and accurate minutes of all questions, matters, resolutions, actions and other proceedings of a general meeting are entered in a minute book. Responsibility for the minutes remains with the Secretary if, at their request, another member of the Association takes minutes on their behalf.
- 4.26 To ensure the accuracy of the minutes they must be read, and the accuracy verified, by each member of the committee prior to dissemination to members.
- 4.27 If asked by a member of the Association, the Secretary must, within twenty-eight (28) days after the request is made:
- a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.

5. Grievances, complaints and disputes

- 5.1 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 fourteen (14) days from the date the dispute is known to all parties involved.
- 5.2 If the dispute cannot be resolved between the people involved, a grievance or complaint may be lodged by the complainant/s, in writing, to the President. (If the grievance pertains to the President, the grievance shall be lodged with the Vice-president). The concern and grounds for the grievance shall be stated in the written complaint.
- 5.3 It is not the role of the President, Vice-president or any other committee member to resolve a dispute between two members. Committee members are inherently conflicted as they will each know one or both parties and cannot be impartial.
- 5.4 Upon receiving a complaint or grievance the President (or Vice-president) shall:
- a. treat complaints seriously and act promptly
 - b. treat people fairly and stay neutral
 - c. keep both parties to the complaint informed
 - d. maintain confidentiality, if possible
 - e. keep accurate records.
- 5.5 The President (or Vice-president) shall facilitate the resolution of the grievance, complaint or dispute as follows:
- a. Within seven (7) days of receiving a written complaint they will:
 - acknowledge receipt of the complainant's letter
 - inform the defendant of the complaint or grievance.
 - b. Ask both parties to prepare a statement setting out their position and reason for

adopting that position and assist the exchange of these statements. This may take the form of a face-to-face meeting, teleconference or emailed exchange of written statements.

- c. If as a result of the statements, agreement can be reached, the parties must prepare and sign a written statement of the terms agreed.
- d. If a resolution or compromise is not reached, or the circumstances of the complaint or grievance require more formal processes, the President (or Vice-President) shall refer the parties to an external mediator. This shall occur within six (6) weeks of receiving the complaint.

6. Financial management

Source of funds

- 6.1 The funds of the Association may be derived from membership and Herd Book fees, donations, fund raising activities, bank interest or any other sources approved by the Committee.

Management of funds

- 6.2 The Association shall hold an account with a financial institution:
 - a. from which all expenditure is made
 - b. into which all revenue is deposited.
- 6.3 An Annual Operating Statement shall be prepared at the start of each financial year by the Treasurer, outlining the predicted income and expenditure.
- 6.4 Subject to any restrictions imposed by members at a general meeting, the Committee may approve expenditure on behalf of the Association up to one thousand five hundred dollars (\$1500). This applies to one-off payments for goods and services purchased to support the running of the Association. Approval shall be sought from members to expend amounts beyond this limit.
- 6.5 Committee members shall seek approval prior to expending Association funds from the Committee. Before the Committee approves any spending within its limit, it shall be sure:
 - a. there is enough money in the budget for the expense
 - b. that funds expended are used to promote the Association's aims or to exercise its powers (refer to 1.3–1.4)
 - c. at least two (2) quotes are obtained for expenditure exceeding three hundred dollars (\$300), where possible.
- 6.6 Expenditure shall be requested and approved at a committee meeting, or through the exchange of emails. (Refer to 3.37–3.38)
- 6.7 Invoices shall be made out to *Australian Boran Cattle Inc.* and provided to the Treasurer for payment. Receipts must be issued and retained for all payments.
- 6.8 Two (2) committee members shall sign all cheques and electronic fund transfers. The Treasurer is to be one of these, where possible.

Financial records

- 6.9 The Association shall keep financial records correctly, that:
 - a. explain and record transactions, financial performance and position
 - b. enable financial statements to be prepared as required under the Act.
 - 6.10 The Association shall retain financial records for seven (7) years after transactions are
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completed.

- 6.11 The Treasurer is required to keep in their custody or control:
- a. the current financial year's (1 July to 30 June) financial records
 - b. any other financial records as authorised by the Committee, including a petty cash book, cheque book, ledgers, asset register and bank statements.

Financial statements

- 6.12 The Treasurer will prepare and present an update on the financial status of the Association at committee and general meetings. This shall include a summary of incoming and outgoing expenditure, reconciled to the most current bank statement.
- 6.13 For each financial year, the Treasurer (on behalf of the Committee) shall ensure that the requirements under the Act relating to financial statements are met. These requirements include:
- a. preparation of a financial statement at the end of the financial year, including:
 - a profit and loss statement (income and expenditure)
 - a balance sheet (assets and liabilities)
 - b. verification of the financial statement by the Treasurer
 - c. the review or auditing of the financial statements, if required
 - d. submission of the financial statement, signed and dated by the Treasurer, at the AGM for adoption
 - e. preparation and lodgment an annual return to the OFT that includes:
 - the adopted financial statement
 - a verification statement from the Treasurer, affirming that 'The association keeps financial records in a way which properly records the Association's income and expenditure and dealings with its assets and liabilities'.
- 6.14 In the event that the Association's current asset and revenue level alters, the process used to verify financial records shall be amended to comply with the Act. A registered auditor or certified accountant shall be appointed annually by the Committee to inspect and review the financial records of the Association for that financial year.

7. Winding up and termination of assets

- 7.1 The Association may be wound up voluntarily. This shall be done by:
- a. calling a general meeting, and at this meeting passing two (2) separate special resolutions:
 - a resolution to close down; and
 - a resolution to disperse surplus assets.
 - b. dispersing assets, ensuring any liabilities are first met and receipts are collected from the entity (refer to 7.2) to which the assets are dispersed.
 - c. completing the following Office of Fair Trading (OFT) requirements, within one (1) month of dispersing assets:
 - Fill out and lodge an Incorporation closure form
 - Send to the OFT:
 - a copy of the special resolution to close, signed by two (2) committee members
 - copies of the receipts for the surplus assets
 - the original Certificate of incorporation
 - the final financial statement of the Association.
- 7.2 Surplus assets and income of the Association shall not be distributed among members of the Association. Instead they shall be given to an entity with a similar purpose and aims to those of Australian Boran Cattle Inc.

8. Other

Common seal

- 8.1 The Association shall have a common seal. This will:
- a. be kept in the custody of the Secretary
 - b. include the full name of the Association in legible characters, and as it appears on the *Certificate of incorporation*
 - c. be used as deemed appropriate by the Committee, to stamp significant contracts and agreements, and on occasions where it is required by a third party.
- 8.2 A document may only be sealed with the common seal by the authority of the Committee.

Alterations to the Rules

- 8.3 The Rules may be changed, repealed, added to, or replaced by a special resolution of members at a general meeting. 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.
- 8.4 Any changes to the Rules are only valid once a Form 8 – *Application to register an amendment of rules* has been lodged with and validated by the OFT. A Form 8 must be lodged within three months after passing a special resolution to make alterations to the Rules.

Alterations to the *Herd Book – Regulations and procedures*

- 8.5 The *Herd Book – Regulations and procedures* (By-laws) may be changed, repealed, added to, or replaced by a special resolution, as per Alterations to the Rule – Refer 8.3.
- 8.6 The Registrar shall notify all members within thirty (30) days of any alterations or additions to the By-laws.

Use of logo

- 8.7 The Australian Boran Cattle Inc. logo is protected by copyright, in accordance with the *Copyright Act 1968*. No member of the Association shall use the Australian Boran Cattle Inc. logo or any other emblem of the Association. To do so shall breach copyright, and risks conveying or implying the Association's endorsement, sponsorship or approval of a member's specific programs, activities, products or services.
- 8.8 The Australian Boran Cattle Inc. logo shall be used in-line with the guidelines set out in the *Australian Boran Cattle Inc. Brand style guide*, on:
- a. official documents produced by the Association
 - b. promotional materials commissioned by the Association.
- 8.9 Financial members may use the Australian Boran Cattle Inc. member logo, in-line with the guidelines set out in the *Australian Boran Cattle Inc. Brand style guide*. The member logo shall be used on an honour basis. When using this logo there is an implied commitment that the member will maintain their membership at all times when displaying the logo and remove it should their membership lapse.