

Rules of Brown Swiss Australia Incorporated



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Rules of Brown Swiss Australia Incorporated

PART 1—PRELIMINARY

1. Name

The name of the incorporated association is “Brown Swiss Australia Incorporated”.

2. Purposes

The purposes of the association are to:

- (a) maintain and administer a type classification scheme for the Brown Swiss breed;
- (b) determine the requirements for the registration and recording of Brown Swiss cattle in Australia;
- (c) formulate policy and make bylaws for the detailed implementation of the purposes of the Association; and,
- (d) consider, review and investigate matters relating to the further development of the Brown Swiss breed.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30 June each year.

4. Definitions

In these Rules:

absolute majority of National Executive, means a majority of National Executive Members currently holding office and entitled to vote at the time (as distinct from a majority of National Executive Members present at a National Executive Meeting);

associate member means a member referred to in rules 8(2) and 14(1);

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 50;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 23(3);

disciplinary meeting means a meeting of the disciplinary committee convened for the purposes of rule 22;

disciplinary committee means the committee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

honorary life member means a member referred to in rule 8(4);

junior member means a member referred to in rule 8(3);

general meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 13(1) is entitled to vote at a general meeting;

National Executive means National Executive committee of the Association being the body referred to in Part 5 Division 3 of these Rules;

National Executive Meeting means a meeting of the National Executive held in accordance with these Rules;

National Executive Member means a member of the National Executive elected or appointed under Part 5 Division 4 of these Rules;

National Council means National Council of the Association being the body constituted in accordance with Part 5 Division 1 of these Rules;

National Council Meeting means a meeting of the National Council held in accordance with these Rules;

National Delegate means a person elected to the National Council in accordance with rule 44;

special resolution means a resolution that requires not less than three-quarters of the members voting at a meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012 (Victoria)** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member

if this is done in good faith on terms no more favourable than if the member was not a member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7. Number and classes of members

- (1) The Association must have at least 5 members
- (2) There shall be the following classes of Member of the Association:
 - (a) Ordinary Member;
 - (b) Associate Member;
 - (c) Junior Member; and,
 - (d) Honorary Life Member.

8. Who is eligible to be a member

- (1) Any person who supports the purposes of the Association is eligible for Membership of the Association.
- (2) The persons eligible for Membership as Ordinary Members shall be persons over the age of 18 years, who may have registered or who owns a breeding herd of at least the qualifying number of Brown Swiss Cattle, such qualifying number being a number determined by the National Council from time to time.
- (3) The persons eligible for Membership as Associate Members shall be persons over the age of 18 years or an entity, who have not registered or do not own a breeding herd of at least the qualifying number of Brown Swiss Cattle.
- (4) The persons eligible for membership as Junior Members shall be persons under the age of 18 years. A Junior Member shall, at the expiration of the financial year in which he or she attains the age of 18 years, become eligible to be an Ordinary or Associate Member of the Association.
- (5) The persons eligible for membership as Honorary Life Members shall be who have been members of the Association for more than 20 years and upon whom the Association wishes to bestow special recognition. The Association may not resolve to admit a person to membership of the class of Honorary Life Member unless a special resolution proposing that admission shall have first been passed by the National Council.

9. Application for membership

- (1) To apply to become a member of the Association, a person must submit a written application to a the Secretary in such form as may be prescribed by the National Council from time to time which includes statements that the person:
 - (a) wishes to become a member of the Association;

- (b) supports the purposes of the Association; and
 - (c) agrees to be bound by and comply with these Rules and the bylaws of the Association including those governing the requirements for the registration, classification and transfer of Brown Swiss cattle.
- (2) The application:
- (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee and annual subscription as may be determined from time to time.
- (3) Any joining fee or annual subscription submitted by an applicant shall be refunded if the person concerned is not admitted to membership.

10. Consideration of application

- (1) As soon as practicable after an application for membership is received, the National Executive must decide by resolution whether to accept or reject the application.
- (2) As soon as is practicable after the receipt of an application for admission as a member, the Secretary shall notify the Branch of the State in which the applicant has his or her breeding herd, or if the applicant has no breeding herd, then to the Branch of the State in which the applicant resides.
- (3) The Secretary must notify the applicant of the decision of the National Council as soon as practicable after the decision is made, either by meeting, email or telephone, or any other means approved the National Council.
- (4) If the decision is that the application is rejected, the application, it must return any money accompanying the application to the applicant.
- (5) No reason need be given for the rejection of an application.
- (6) The National Council may delegate its power under subrule (3) to the National Executive. The exercise of the power of delegation must be in writing and may be subject to the conditions and limitations the National Council considers appropriate. The National Council may in writing revoke a delegation wholly or in part.

11. New Membership

- (1) If an application for membership is approved :
 - (a) the Secretary must, as soon as practicable, enter the name and address of the new member, the class of membership and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
 - (a) The resolution to accept the person as a member is approved; or,
 - (b) the person pays the joining fee.

12. Annual subscription and fee on joining

- (1) At each annual general meeting, the Association must determine:
 - (a) the amount of the annual subscription (if any) for the following financial year; and,
 - (b) the date for payment of the annual subscription.

- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (a) the full annual subscription; or,
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or,
 - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. General rights of members

- (1) Ordinary Members and Honorary Life Members are entitled to vote.
- (2) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and,
 - (b) to submit items of business for consideration at a general meeting; and,
 - (c) to attend and be heard at general meetings; and,
 - (d) to vote at a general meeting; and,
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 70; and,
 - (f) to inspect the register of members.
- (3) A member is entitled to vote if:
 - (a) the member is a member other than an Associate Member or Junior Member; and,
 - (b) more than 10 business days have passed since he or she became a member of the Association; and,
 - (c) the member's membership rights are not suspended for any reason.

14. Associate Members and Junior Members - Voting

- (1) An Associate Members may attend and speak at but may not vote at a general meeting.
- (2) A Junior Member may attend and speak at but may not vote at a general meeting.

15. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17. Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note

Rule 78(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the National Executive

- (2) A member is taken to have resigned if:

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and,
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18. Register of members

- (1) The Secretary must keep and maintain a register of members that includes:

- (a) for each current member:
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) the class of membership, and if of a particular category within a class, a note to that effect;
 - (v) any other information determined by National Council; and
- (b) for each former member, the date of ceasing to be a member.

- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members

Division 2—Disciplinary action

19. Grounds for taking disciplinary action

The Association may take disciplinary action against a member in accordance with this Division if it is determined by the National Council that the member:

- (a) has failed to comply with these Rules; or,

- (b) refuses to support the purposes of the Association; or,
- (c) has engaged in conduct which is unbecoming of a member or prejudicial to the interests of the Association.

20. Disciplinary committee

- (1) If the National Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the National Council must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary committee:
 - (a) may be members of the Association or anyone else; but,
 - (b) must not be biased against, or in favour of, the member concerned.

21. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - (a) stating that the Association proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and,
 - (c) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the ***disciplinary meeting***); and,
 - (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary committee at that meeting;
 - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and ,
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. Decision of committee

- (1) At the disciplinary meeting, the disciplinary committee must:
 - (a) give the member an opportunity to be heard; and,
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary committee may:
 - (a) take no further action against the member; or,
 - (b) subject to subrule (3):
 - (i) reprimand the member; or,
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- (3) The disciplinary committee may not fine the member.

- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

23. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by National Executive as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting:
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the disciplinary committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if a simple majority of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
-

- (b) a member and National Council;
 - (c) a member and the National Executive; or
 - (d) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days:
- (a) notify the National Executive of the dispute; and,
 - (b) agree to or request the appointment of a mediator; and,
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator chosen by agreement between the parties may be a member or former member of the Association but in any case must not be a person who:
- (a) has a personal interest in the dispute; or,
 - (b) is biased in favour of or against any party.

28. Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must:
- (a) give each party every opportunity to be heard; and,
 - (b) allow due consideration by all parties of any written statement submitted by any party; and,
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. Annual general meetings

- (1) The National Council must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The National Council may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Chief Executive Officer on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by Executive in accordance with Part 7 of the Act;
 - (c) to elect the members of the National Council;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The National Council or the National Executive may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of members at the meeting agree

32. Special general meeting held at request of members

- (1) The National Executive must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must:
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and

- (d) be given to the Secretary.
- (3) If the National Executive does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3):
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

33. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the National Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

- (5) Notice of a general meeting given to a member under Rule 33 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the National Council has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under Rule 35) of 5% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 32.

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by National Executive at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38. Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

39. Special resolutions

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.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a National Executive member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association

40. Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lostand an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. Minutes of general meeting

- (1) The National Executive must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include:
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with Rule 30(4)(b)(ii); and
 - (d) the certificate signed by two (2) National Executive members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5— BRANCHES, NATIONAL COUNCIL, NATIONAL EXECUTIVE & DELEGATION

Division 1—Branches and National Council

42. Formation of Branches

- (1) Members of the Association are formed into branches of the Association (“Branches”), delimited by geographical area, which Branches may consist of:
 - (a) Brown Swiss Australia Victorian Branch;
 - (b) Brown Swiss Australia New South Wales Branch;
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- (c) Brown Swiss Australia Queensland Branch;
 - (d) Brown Swiss Australia Tasmanian Branch;
 - (e) Brown Swiss Australia South Australian Branch;
 - (f) Brown Swiss Australia Western Australian Branch; and,
 - (g) Such other Branch or Branches as may be formed.
- (2) A Branch must be regulated by Branch rules which must be consistent with the Associations rules and which have been ratified by the National Council.
 - (3) A member of the Association shall not simultaneously be member of more than one Branch.
 - (4) The National Council may amalgamate two or more existing Branches or abolished an existing Branch.
 - (5) With the approval of the National Council, a group of members may form a new Branch of the Association.
 - (6) The National Council may prescribe procedures or requirements for the seeking approval for the formation of a Branch.

43. Composition of National Council

The National Council shall consist of:

- (a) National Delegates appointed for the most recent year by Branches; and,
- (b) the Chief Executive Officer.

44. Appointment of Delegates to National Council

- (1) Each Branch shall be entitled annually to appoint to the National Council the number of Branch members calculated in accordance with the following formula as delegates to the National Council ("National Delegates") to serve for a term of one year: one delegate per 10 members or part thereof, or at a ratio of members as determined from time to time by National Council.
- (2) A notice signed by the secretary or in his/her absence the president of a Branch shall be conclusive evidence of the appointment of a member of that Branch as a National Delegate to represent that Branch.
- (3) A Branch shall be entitled from time to time to fill any casual vacancy occurring in its National Delegate representation but shall not be entitled to remove any such National Delegate before the expiry of that National Delegate's term.

Division 2 — Breed Development and Conformation Committee

45. Breed Development and Conformation Committee

- (1) The National Council shall appoint a Breed Development and Conformation Committee.
- (2) The powers and function of the Breed Development and Conformation Committee are:
 - (a) to administer the type classification scheme
 - (b) to consider matters relating to the further development of the Breed; and
 - (c) such other powers and functions as may be delegated to the committee from time to time by the National Council.

- (3) The Breed Development and Conformation Committee shall consist of members of the Association.
- (4) The members of the Breed Development and Conformation Committee shall hold office for a period of two years and shall retire by rotation but be eligible for re-appointment.
- (5) Members of the Breed Development and Conformation Committee shall be appointed by the National Council at the meeting referred to in Rule 54(2) and by the same procedure by which the offices of the president, vice presidents and Treasurer are filled.
- (6) At the formation of the Breed Development and Conformation Committee three (3) members will be appointed for a one (1) year term and two (2) members will be elected for two (2) year term.
- (7) The National Council has the power to co-opt and appoint additional persons to the Breed Development and Conformation Committee as it sees fit.
- (8) At meetings of the Breed Development and Conformation Committee three committee members excluding the chairperson shall constitute a quorum.

Division 3 —National Executive

46. Composition of National Executive

The National Executive shall consist of:

- (a) the President;
- (b) two Vice-Presidents;
- (c) Chief Executive Officer; and,
- (d) the Treasurer.

47. Role and powers of National Executive

- (1) The business and affairs of the Association must be managed by or under the direction of the National Executive.
- (2) The National Executive may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by the National Council or the members of the Association in a general meeting.
- (3) The National Executive may:
 - (a) appoint and remove staff;
 - (b) establish committees consisting of members with terms of reference it considers appropriate.

48. Delegation

- (1) The National Executive may delegate to a National Executive Member, a National Delegate, a committee or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the National Executive by the Act or any other law.
- (2) The exercise of the power of delegation, including in the creation of a committee, must be in writing and may be subject to the conditions and limitations the National Executive considers appropriate.

- (3) The National Executive may, in writing, revoke a delegation wholly or in part.

49. General Duties of National Executive

- (1) As soon as practicable after being appointed to the National Executive, a National Executive Member must become familiar with these Rules and the Act.
- (2) The National Executive is collectively responsible for ensuring that the Association complies with the Act and that individual National Executive Members comply with these Rules.
- (3) National Executive Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) National Executive Members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and,
 - (b) for a proper purpose.
- (5) National Executive Members must not make improper use of:
- (a) their position; or
 - (b) information acquired by virtue of holding their position:
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a National Executive Member must perform any other duties imposed from time to time by resolution at a general meeting.

50. Chairperson of meetings

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President present with the greater seniority as a member is the Chairperson for any general meeting and for any National Council, National Executive, or committee meeting.
- (2) If the President and the Vice-Presidents are all absent, or are unable to preside, the Chairperson of the meeting must be—
- (a) in the case of a general meeting—a member elected by the other members present; or
 - (b) in the case of a National Council, National Executive, or committee meeting—a member elected by the other members present.

51. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must:
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 74(3), all books, documents and securities of the Association in accordance with rules 76 and 79; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The National Council and/or National Executive may appoint a third party to perform those duties of the Secretary to fulfil any administration roles.
- (4) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

52. Treasurer

- (1) The Treasurer must:
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the National Executive or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least two (2) National Executive Members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by National Executive prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one (1) other National Executive Member has access to the accounts and financial records of the Association and all times.

Division 4 — Tenure of office

53. Who is eligible to be a National Executive Member

A member is eligible to be elected or appointed as a National Executive Member if the member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

54. National Council and National Executive Positions to be vacated

- (1) At each annual general meeting of the Association, after the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare all positions

on the National Council vacant and declare appointed to the National Council those members appointed by their Branch as National Delegates for the coming year

- (2) Immediately after or as soon as is reasonably practicable after the closure of the annual general meeting, the National Council shall meet. The Chairperson of the meeting must declare all positions of President, the two Vice-Presidents and Treasurer vacant and hold elections for those positions in accordance with Rules 55 to 57.

55. Nominations to National Executive Positions

- (1) Prior to the election of each position of President, the two Vice-Presidents and Treasurer, the Chairperson of the National Council Meeting must call for nominations to fill those positions.
- (2) An eligible National Delegate may:
 - (a) nominate himself or herself; or
 - (b) with the National Delegate's consent, be nominated by another National Delegate.
- (3) A National Delegate who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

56. Election of President, Vice-Presidents and Treasurer.

- (1) At the National Council meeting referred to in rule 54(2), separate elections must be held for each of the following positions:
 - (a) President;
 - (b) two Vice-Presidents; and
 - (c) Treasurer.
- (2) If only:
 - (a) one member is nominated for the position of President,
 - (b) one or two members are nominated for the positions of Vice-President or
 - (c) one member is nominated for the position of Treasurer,the Chairperson of the meeting must declare those members elected to the respective positions.
- (3) If more than one member is nominated for the positions of President or Treasurer or more than two members are nominated for the positions of Vice President, a ballot must be held in accordance with rule 57.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

57. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
 - (2) The returning officer must not be a member nominated for the position.
 - (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
 - (4) The election must be by secret ballot.
 - (5) The returning officer must give a blank piece of paper to:
-

- (a) each National Council Member present in person; and
- (b) each proxy appointed by a National Council Member.

Example

If a National Council Member has been appointed the proxy of 5 other National Council Member, the National Council Member must be given 6 ballot papers—one for the National Council Member and one each for the other National Council Member whose proxies he or she holds

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position:
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and,
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
 - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

58. Secretary/Chief Executive Officer

- (1) The National Council shall appoint a Chief Executive Officer who shall be a salaried officer employed by the Association upon such terms and conditions as the National Council may from time to time determine.
- (2) The position of Secretary of the Association, for the purposes of the Act is vested in the Chief Executive Officer.
- (3) The Chief Executive Officer need not be a member of the Association, but must upon his or her appointment agree to be bound by the rules of the Association as if he were she were a member.
- (4) The Chief Executive Officer shall be ex officio a member of the National Council and of the National Executive.

- (5) The Chief Executive Officer is entitled to attend and speak, but not to vote, at every general meeting, meeting of the National Council and of National Executive, and at any committee to which any of the powers of the National Executive are delegated under these Rules.

59. Term of office

- (1) Subject to subrule (3) and rule 60, a holders of National Executive positions of President, Vice-Presidents and of Treasure hold office until the positions are declared vacant at the National Council meeting held under rule 54(2).
- (2) A National Delegate may be re-elected to the position of President, Vice-Presidents and of Treasure, save that a person is not eligible to be elected to the position of President, for more than four (4) consecutive terms.
- (3) A meeting of the National Council may:
 - (a) by special resolution remove a holder of a National Executive position from that office; and
 - (b) elect an eligible member of the National Council to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the National Council.
- (5) The Secretary or the President may give a copy of the representations to each member of the National Council or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

60. Vacation of office

- (1) A National Executive Member may resign from National Executive and a National Delegate may resign from National Council by written notice addressed to the National Executive.
- (2) A person ceases to be a National Executive Member if he or she:
 - (a) ceases to be a member of the Association; or
 - (b) fails to attend 3 consecutive National Executive meetings (other than special or urgent National Executive meetings) without leave of absence under rule 71; or
 - (c) otherwise ceases to be a National Delegate by operation of section 78 of the Act.

61. Filling casual vacancies

- (1) The National Executive may appoint an eligible member of the Association to fill a position on National Executive that:
 - (a) has become vacant under rule 60; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the National Executive must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 59 applies to any National Executive Member appointed by the National Executive under subrule (1) or (2).
- (4) The National Executive Member may continue to act despite any vacancy in its membership.

Division 5 — Meetings of National Executive

62. Meetings of National Executive

- (1) The National Executive must meet at least 2 times in each year at the dates, times and places determined by National Executive.
- (2) The date, time and place of the first the National Executive must be determined by the members of the National Executive as soon as practicable after the meeting of the National Executive at which the National Executive Members were elected.
- (3) Special National Executive meetings may be convened by the President or by any 2 members of The National Executive.

63. Notice of meetings

- (1) Subject to Rule 64, notice of each National Executive meeting must be given to each National Executive Member no later than 7 days before the date of the meeting.
- (2) Each National Executive Member must provide the National Executive with a facsimile number or email address to which notice of a meeting may be sent.
- (3) Notice may be given of more than one National Executive meeting at the same time.
- (4) The notice must state the date, time and place of the meeting.
- (5) If a special National Executive meeting is convened, the notice must include the general nature of the business to be conducted.
- (6) The only business that may be conducted at the meeting is the business for which the meeting is convened.

64. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 63 provided that as much notice as practicable is given to each National Executive Member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the National Executive.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

65. Procedure and order of business

- (1) The procedure to be followed at a meeting of the National Executive must be determined from time to time by the National Executive.
- (2) The order of business may be determined by the National Executive Members present at the meeting.

66. Use of technology

- (1) A National Executive Member who is not physically present at a National Executive meeting may participate in the meeting by the use of technology that allows that National Executive Member and the National Executive Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a National Executive Member participating in a National Executive meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

67. Quorum

- (1) No business may be conducted at a National Executive meeting unless a quorum is present.
- (2) The quorum for a National Executive meeting is the presence (in person or as allowed under rule 66) three (3) National Executive Members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a National Executive meeting:
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 63.

68. Voting

- (1) On any question arising at a meeting of the National Executive, each National Executive Member present at the meeting has one vote.
- (2) A motion is carried if a majority of National Executive Members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the National Executive.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

69. Conflict of interest

- (1) A National Executive Member who has a material personal interest in a matter being considered at a National Executive meeting:
 - (a) must disclose the nature and extent of that interest to the National Executive;
 - (b) must not be present while the matter is being considered at the meeting; and
 - (c) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient National Executive members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter

- (2) This rule does not apply to a material personal interest:
 - (a) that exists only because the National Executive Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that National Executive Member has in common with all, or a substantial proportion of, the members of the Association.

70. Minutes of meeting

- (1) The National Executive must ensure that minutes are taken and kept of each National Executive meeting.
- (2) The minutes must record the following:
 - (a) the names of the National Executive Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 69.

71. Leave of absence

- (1) The National Executive may grant a National Executive Member leave of absence from the National Executive for a period not exceeding three (3) months.
- (2) The National Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the National Executive Member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

72. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by National Council.

73. Management of funds

- (1) The Association must open and maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, National Executive may approve expenditure on behalf of the Association.
- (3) National Executive may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from National Executive for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) National Executive Members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the National Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

74. Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the National Executive.

75. Financial statements

- (1) For each financial year, the National Executive must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by National Executive;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

76. Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the National Executive and the sealing must be witnessed by the signatures of two National Executive members;
 - (c) the common seal must be kept in the custody of the Secretary.

77. Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the National Executive; or
- (b) if National Executive has not determined an address to be the registered address, the postal address of the Secretary.

78. Notice requirements

- (1) Any notice required to be given to a member, National Delegate or a National Executive member under these Rules may be given:
 - (a) by handing the notice to the member personally; or,
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Any notice required to be given to the Association or the National Executive may be given:

- (a) by handing the notice to the Secretary; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or
- (d) if the National Executive determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Association.

79. Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 18 for details of access to the register of members.

- (2) National Executive may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) National Executive must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

80. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

81. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules