

**THE BLONDE D'AQUITAINE SOCIETY OF AUSTRALIA
AND NEW ZEALAND INC.**

C O N S T I T U T I O N

1. Name

The name of the Society is "The Blonde d'Aquitaine Society of Australia and New Zealand Inc".

2. Definitions

In this Constitution and in the Rules and Regulations of the Society as from time to time exist wherever the context reasonably permits:-

"**Society**" means The Blonde d'Aquitaine Society of Australia and New Zealand Inc.

"**Approved**" means approved by the Society.

"**Blonde d'Aquitaine**" means the original Blonde d'Aquitaine but includes an animal of either sex containing at least 93.75% of the original Blonde d'Aquitaine blood.

"**Blonde d'Aquitaine Cross**" means an animal of either sex which contains not less than 50% and not more than 93.75% of Blonde d'Aquitaine blood.

"**Commonwealth**" means each of the States of the Commonwealth of Australia and its Territories plus the Commonwealth of New Zealand.

"**Constitution**" means these Rules as from time to time amended by addition alteration or deletion pursuant to the provisions hereinafter contained.

"**Council**" means the Council of the Society.

"**Entered**" in relation to an animal means that it is entered in the Herd Book or Registers of the Society.

"**Executive Officer**" means the Executive Officer of the Society and includes the person or each of the persons for the time being exercising the duties normally exercised by the Executive Officer.

"**Member of a Region**" means a member of the Society resident in that Region.

"**NLIS**" means National Livestock Identification System.

"**Office Bearers**" means the President, Vice-President and Treasurer.

"**Offices**" means the President, Vice-President, Councillors, Executive Officer and Treasurer.

"**Original Blonde d'Aquitaine**" means the breed of cattle commonly known as Blonde d'Aquitaine in France.

"**Person**" includes individual firm or body corporate or unincorporate.

"**Region**" means a State or Territory, singularly or in combination, of the Commonwealth except that the Australian Capital Territory shall be deemed to be part of New South Wales.

"**Regional Committee**" means the committee appointed by the members' resident within the relative Region in accordance with Article 17 herein.

"**Regional Secretary**" means the Secretary of a Region.

"Registered" in relation to an animal means that the animal is registered in the Herd Book of the Society.

"Regulations" means the regulations of the Society as from time to time amended and in force.

"Rules" means the provisions of this Constitution.

"Service" and "served" in relation to a bull shall respectively be deemed to include insemination and inseminated with semen collected from the bull.

The male gender shall be deemed to include the female gender and vice versa.

The singular shall be deemed to include the plural and vice versa.

3. Objects - The objects of the Society are as follows:-

- (1) To encourage the breeding of Blonde d'Aquitaine cattle and to develop, promote and maintain the purity improvement and popularity of the breed in Australia and New Zealand.
- (2) To collect, record, verify and publish information relating to Blonde d'Aquitaine cattle.
- (3) To compile print and publish at intervals as and when required and by successive volumes a Herd Book of Blonde d'Aquitaine cattle in Australia and New Zealand.
- (4) To purchase, lease, own, import, or cause to be imported, Blonde d'Aquitaine cattle and to import and encourage and facilitate the importation of semen collected from Blonde d'Aquitaine cattle registered in any Herd Book approved for the purpose by the Council of the Society.
- (5) To provide for and to regulate the insemination of females and to encourage the breeding up of animals derived from crossing to a degree and to a standard where they become acceptable as pure bred Blonde d'Aquitaine in accordance with such Rules as the Council of the Society may from time to time prescribe.
- (6) To publicise and to promote the breeding development, exhibition and sale of Blonde d'Aquitaine cattle.
- (7) To prescribe regulations for the purpose of regulating and controlling the affairs of the Society and without prejudice to the generality of the foregoing to make regulations as to the compilation and maintenance of the Herd Book and of a Crossbred Register, the branding tattooing and identification of Blonde d'Aquitaine cattle, the standard required from time to time in type and breeding of Blonde d'Aquitaine cattle, and their required qualification for entry in the Calf Register and/or for registration in the Herd Book and the grading up of cattle by the use of sires and dams.
- (8) To foster, encourage and/or direct the performance testing of Blonde d'Aquitaine cattle throughout Australia and New Zealand both for individual and collective tests and to assist in formulating rules to be used in taking such tests and also preserve test data and to maintain a Register of Performance and certified pure and crossbred Blonde d'Aquitaine cattle.
- (9) To conduct exhibitions, shows, displays or sales of Blonde d'Aquitaine or other cattle; to allow any shows or exhibitions to be conducted by others under the patronage of the Society subject to and upon such conditions as the Council of the Society may think fit; to offer prizes and make awards at any such shows or exhibitions and to contribute to the funds of any organiser thereof; to prepare and maintain lists of persons competent to act as judges at royal and district shows respectively and from time to time to alter any such lists either by addition, deletion or otherwise as the Council of the Society may see fit.

- (10) To collaborate with other breed societies and associations having similar objects and with any society or association formed to promote the welfare of other breeds and to encourage exchanges of views and information with any other such society or association particularly any society or association formed for the welfare of Blonde d'Aquitaine cattle.
- (11) To register brands of all descriptions and copyrights for the use of the Society.
- (12) To impose any reasonable fees, charges or subscriptions for any acts done by the Society for the benefit of the members.
- (13) To prescribe the fees and charges for the grading up of any cattle by the use of sires and dams.
- (14) To purchase, hire, lease or otherwise acquire for the purposes of the Society any real or personal property and in particular any lands, buildings, rooms, halls, furniture, furnishings and effects, office machinery, appliances, books, newspapers, periodicals, documents and stationery and so far as the law may from time to time allow to sell, demise, let, mortgage or dispose of the same.
- (15) To give, sell, exchange, hire, lease or otherwise dispose of the property of the Society or any part or parts thereof.
- (16) To invest and deal with any of the moneys of the Society not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (17) To borrow money from time to time and for such purpose to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Society.

4. Office

The head office of the Society shall be in such place as the Society in a general meeting may determine.

5. Income and Property

The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as herein set forth and no portion thereof shall be paid or transferred directly or indirectly to the members of the Society. Provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or servants of the Society or to any member of the Society in return for any service actually rendered to the Society nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers on money borrowed from or reasonable and proper rent for premises demised or let by any member of the Society nor be deemed to exclude any member of the Society from the benefits of any grant in furtherance of any of the objects of the Society. Notwithstanding the foregoing no member of the Council shall be appointed to any salaried office of the Society and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the Council except as payment for out of pocket expenses and interest at the rate aforesaid on money let or reasonable and proper rent for premises demised or let to the Society.

6. Membership

- (1) The members of the Society shall be the original members who form the Society and other persons eligible for membership who have been admitted to membership or such of them as are members from time to time.

- (2) There shall be four categories of membership in the Society, namely, Honorary Life Membership, Full Membership, Associate Membership and Junior Membership.

Honorary Life Members

- (3) (i) The Council may confer Honorary Life Membership on any person whom it considers has advanced the interests and causes of the Blonde d'Aquitaine breed.
- (ii) An Honorary Life Member shall not be liable to pay any annual subscription to the Society or if he is not already a member, any entrance fee.
- (iii) An Honorary Life Member shall be entitled to the social privilege of the Society plus voting and other rights equal to that of full members, provided that the Honorary Life Member has previously been a full member of the society.

Full Members

- (4) (i) Any reputable breeder or owner of cattle may upon written application on forms provided by the Society become a full member of the Society upon approval of his application by the Council of the Society.

Associate Members

- (5) (i) The Council may upon written application on forms provided by the Society admit as an Associate Member of the Society any person who does not desire to be or become or is ineligible to become a full member of the Society.
- (ii) An Associate Member shall have the right to attend all functions (including meetings) of the Society but without the right to vote at meetings;

Junior Members

- (6) (i) A person under the age of twenty one (21) years who otherwise satisfies the requirements for Full or Associate Membership of the Society may upon written application on forms provided by the Society become a Junior Member of the Society upon approval of his application by the Council of the Society.
- (ii) A Junior Member shall be entitled to attend all functions (including meetings) of the Society but without the right to vote at meetings.
- (iii) Upon attaining the age of twenty one (21) years a Junior Member of the Society who satisfies the requirements of Full or Associate Membership respectively shall become a Full or Associate Member upon approval of his application by the Council.
- (iv) A Junior Member who is admitted to Full or Associate Membership in accordance with Article 6 (6) (iii) herein shall not be liable to pay any entrance fee upon such admission but shall be entitled to all rights and privileges and subject to all liabilities and duties of Full or Associate Membership respectively.
- (v) A Junior member shall not be elected to any official position except at the discretion of the Council.

Council Approval

- (7) The Council may reject an application for Full, Associate or Junior Membership without assigning any reason therefor.

Registration of Members

- (8) A Register of Members shall be kept by the Council in which the name and address of every member shall be recorded and shall be available to the members for inspection at all reasonable times. Each member shall notify the Executive Officer of the Society of any change of address and every such change shall be recorded in the Register.

Firms as Members

- (9) (i) A member being a firm, company, or institution, shall, if requested by the Executive Officer, furnish him with such reasonable particulars as he may require of its constituent membership and of any change that may from time to time occur in such membership.
- (ii) A member being a firm company or institution shall by notice in writing to the Executive Officer nominate one representative and may at any time revoke such nomination and make a fresh nomination.
- (iii) A representative shall to the exclusion of his principal be entitled to receive all notices to which his principal is entitled and to attend and to vote at meetings in the name and on behalf of his principal and shall also be entitled to enjoy the membership privileges to which his principal would have been entitled were he an individual. Conversely the member and his representative shall each be responsible for the acts and omissions of the member and of the representative respectively and the acts and omissions of the representative shall be deemed to be those of the member.
- (iv) The Council may at any time without assigning any reason therefor request a member being a firm company or institution to revoke the appointment of its representative and to appoint some other representative in his stead. Upon such a request being made, such representative shall not be entitled to any of the rights and privileges mentioned in paragraph (iii) of this Clause.
- (v) A firm is ineligible for Junior membership.

Rights and Obligations of Members

- (10) (i) Each member shall strictly observe and act in conformity with and not otherwise than in accordance with the Constitution and the Regulations of the Society. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society shall be limited to the amount if any, unpaid by the member in respect of membership of the Society whether by way of entrance fee, annual subscriptions, registration fees or any other fees.

Suspension etc. of Members

- (ii) (a) The Council may by resolution passed at a meeting of the Council by a majority of not less than three quarters of the members of Council present and voting at the meeting issue a reprimand to a member or suspend his membership or call upon him to resign from membership of the Society.
- (b) Notwithstanding Article 6 (10) (ii) (a) herein the Council shall not suspend a member or call upon him to resign from membership unless such member has been given ample opportunity to answer and to refute all charges brought against him and to submit evidence in support of his case.

- (c) Any member who has not tendered his resignation within ninety (90) days of his being called upon to resign his membership shall upon the expiration of the ninety (90) days ipso facto cease to be a member.

Cessation of Membership

(11) A member shall:-

- (i) In addition to any other provisions in this Constitution cease to be a member of the Society:-
 - (a) if he shall resign by notice in writing to the Executive Officer to that effect;
 - (b) if he shall die or being a firm, company, or institution shall go or be put into liquidation or dissolution provided that the estate of the deceased member may by its personal representative and a company in liquidation may by its liquidator continue as a member of the Society if notice in writing declaring such representative's or such liquidator's wish to do so shall be given by the personal representative or the liquidator as the case may be to the Executive Officer.
 - (c) he shall become insane or an incapable person within the meaning of the law of the State or Territory of the Commonwealth in which he is resident.
- (ii) Being a firm not cease to be a member by reason only of any change in the constitution of the firm.
- (iii) Remain liable to pay to the Society all moneys owing by him notwithstanding that he has ceased to be a member.

7. Entrance Fee

- (1) Subject to Article 6(6) (iv) every applicant for membership shall upon being admitted as a member pay to the Society such entrance fee as may from time to time be prescribed by the Society in General Meeting.

Subscription

- (2) Every member (not being an Honorary Member) of the Society shall in respect of each financial year of the Society pay such annual subscriptions as the Society in General Meeting may from time to time determine provided always that the Council may in such circumstances as it thinks fit make a reduction or allowance to any member in respect of the subscription payable by him.
- (3) Unless otherwise determined by the Society in General Meeting each financial year of the Society shall be deemed to commence or to have commenced on the first day of July in each calendar year and all subscriptions shall be payable annually in advance.

Failure to Pay Fees

- (4) If a member fails to pay his entrance fee or to pay his annual subscription within thirty (30) days of such fees or subscription becoming due;
 - (i) he shall not during the period of any such default be entitled to enjoy or exercise any of the rights and privileges of membership:-
 - (ii) the Council may call upon him by notice to pay the same in full on or before a date to be specified in the notice (not being earlier than thirty (30) days of the giving of such

notice) and if the member shall fail to make good his default by payment of the amount owing in full the Council may by notice to that effect forthwith terminate his membership.

8. General Meeting

- (1) Meetings of members of the Society shall be either the Annual General Meeting, General Meeting or an Extraordinary General Meeting.
- (2)
 - (i) A General Meeting of the Society may be called at any time by the President (or by the Secretary or Executive Officer at the request of the President).
 - (ii) In the case of a General Meeting **NOT** being called within 15 months of the previous General Meeting and/or **NOT** later than 31st October in each calendar year, the Executive Officer shall, in collaboration with the President (or a Vice-President if the President is unavailable) prepare and circulate to members:
 - (a) A report for the past yearly period including a financial statement to the previous 30th June.
 - (b) A list of financial members as at the previous 30th June.
 - (c) An account to members for subscriptions for the then current year to the following 30th June.
 - (d) Two copies of a computer printout of each member's registrations together with a request for the return to the Society of one copy duly amended to exclude redundant registrations.
 - (e) An agenda of items on which decisions are needed - in the form of the questionnaire or voting slip - with a request that such documents be completed and returned to the Secretariat within 14 days of the date of the documents. The results of such documents shall be assessed and recorded as though they were by decision of a General Meeting and circulated to all members.
 - (iii) The ordinary business of any General Meeting or of any annual questionnaire circulated from time to time shall be
 - (a) To receive reports of the President and of the Executive Officer upon the proceedings of the past financial year.
 - (b) To receive the Balance Sheet and financial statements of the Society.
 - (c) To elect Office Bearers.
 - (d) To receive reports of Regional committees as to election of Councillors.
 - (e) To confer honorary membership on such persons as the meeting may think fit.
 - (f) To consider any special business.
 - (g) To appoint a Public Officer, and fill other positions that Council has created and have become vacant or are due for election.
 - (h) To appoint persons or firms as Secretariat and accountant for the annual financial review.
 - (iv) All business other than that listed in paragraphs (2) (iii) (a)-(h) of this Article shall be deemed to be special business.

- (v) General Meeting of members of the Society shall be convened by at least 21 days' notice and every such notice shall specify the nature of any special business to be considered by the General Meeting.

Extraordinary General Meeting

- (3) (i) An Extraordinary General Meeting of the members of the Society shall be convened by the Executive Officer whenever called upon to do so by the President or by any three (3) members of the Society.
- (ii) If the Executive Officer does not within seven (7) days of his being called upon to do so issue notice convening an Extraordinary General Meeting then the Extraordinary General Meeting may be convened by the President or any one of the Vice-Presidents or the Secretary or by the members who requested the Extraordinary General Meeting to be held or by any person authorised to act on that behalf by the Council or by the Council itself.
- (iii) The Council shall decide the times and the places at which the Extraordinary General Meeting shall be held.
- (iv) An Extraordinary General Meeting of members of the Society shall be convened by at least seven (7) days notice and every such notice shall specify the nature of the special business to be considered by the Extraordinary General Meeting.

Chairman

- (4) The President or failing him any Vice-President or failing him the Treasurer or failing him an ordinary Councillor appointed for the purpose by the meeting shall preside as Chairman of each General Meeting of the Society.

Quorum

- (5) No business shall be transacted at any General Meetings of the Society unless a quorum of members is present at the time when the meeting is called to order. A quorum shall be five (5) members present in person. If no quorum shall be present the General Meeting shall be adjourned to the same time and the same day in the following month. At any such adjourned meeting the meeting shall proceed notwithstanding the absence of the quorum so prescribed if there are present in such adjourned meeting members from at least three (3) Regions either in person or by proxy.

Voting at General Meetings

- (6) At all General Meetings of the Society questions shall be decided by a show of hands provided that any question shall be decided by secret ballot if so required by any five members present in person at the meeting. In the case of an equality of votes the Chairman shall have a casting vote in addition to his deliberative vote.

Business without Notice

- (7) The Chairman may in his discretion allow any matter to be brought before a General Meeting for discussion and may allow any motion to be submitted to the General Meeting notwithstanding that no notice or insufficient notice of such motion was included in the notice convening the General Meeting. No resolution passed on such motion shall be binding as a resolution of the Society but shall serve only as an expression of opinion of the meeting and

the Council shall be at liberty to take such action taking into consideration the opinion of the meeting so expressed.

Proxies

- (8) Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer. The instrument appointing a proxy (which term shall include Power of Attorney) shall be deposited with the Executive Officer at the office of the Society at least twenty-four (24) hours before the time appointed for the meeting. The person appointed as proxy must be a person entitled to attend and vote at the meeting in his own right.

9. Council Membership

- (1) There shall be a Council comprising:-
- (i) A President and a Treasurer elected by the members of the Society from amongst its members plus Regional Councillors as per the following clause;
 - (ii) Two other "Regional Councillors" from each Region, in respect of the Region of New Zealand and each of the Australian Regions of Southern (comprising southern New South Wales, Victoria, Tasmania and South Australia), Northern (comprising Queensland and northern New South Wales), and Western (comprising Western Australia). These Councillors shall be the Chairperson and Secretary of each Region.
 - (iii) Despite subsection 9.1(ii), if in the event that the Chairperson and/or Secretary are not Full or Honorary Life Members of the Society then the members of the particular Region shall elect, appoint or nominate an alternative representative to become Councillor.
 - (iv) A Vice President shall be elected by the Council from amongst the Councillors.

Past President

- (2) The immediate past President of the Society shall from the close of the Annual General Meeting at which he retires until the close of the Annual General Meeting at which the President who succeeded him is required to retire be an ex-officio member of the Council but shall have no vote at meetings of the Council, unless he is duly elected by the members to a Council position.

Notice from Regions

- (3) Subject to the provisions of the Constitution each Councillor appointed by a Region in accordance with this Article shall take office at the close of the Annual General Meeting next succeeding his appointment and subject to paragraph (1) of this Article until the close of the following Annual General Meeting.
- (4) Upon appointment of a Councillor and upon revocation of any appointment of a Councillor by the members of a Region notice of such appointment or of such revocation shall forthwith be given by the Regional Secretary to the Executive Officer.

Termination of Office

- (5) A Councillor or office bearer shall cease to hold office if:-
- (i) his appointment is revoked by a resolution passed by at least three quarters of the members of the Region present and entitled to vote at the meeting.

- (ii) he ceases to be a member of the Society or to be resident in the Region by whose members he was appointed.
- (iii) by notice in writing to that effect given to the Executive Officer he resigns his office.
- (iv) he engages in conduct which in the opinion of his fellow Councillors is detrimental to or unsupportive of the objectives of the Society.

10. Office Bearers (President and Treasurer)

- (1) Nominations of candidates for election as Office Bearers by the members of the Society shall be in writing and shall be signed by two or more members of the Society as nominators and countersigned by the candidate signifying his candidature and shall contain the following information:-
 - (i) the name of the nominators;
 - (ii) the address of the nominators;
 - (iii) the name of the candidate;
 - (iv) the address of the candidate.

Nomination

- (2) Nominations shall be delivered to the Executive Officer not later than fourteen (14) days prior to the date fixed for the Annual General Meeting. The President, at his discretion, may call for further nominations from the floor.
- (3) If only one candidate is nominated for election to the particular office the candidate so nominated shall be deemed elected.

Election of Office Bearers

- (4) If more than one candidate is nominated for election to the particular office a ballot shall be conducted at the Annual General Meeting amongst the members of the Society present at such meeting and entitled to vote and such ballot shall be conducted in accordance with the provisions of Article 11 hereof.

Period of Office

- (5) Each Office Bearer shall take office at the close of the Annual General Meeting at which he was elected and shall continue in office until the close of the following Annual General Meeting with each position declared vacant at each annual AGM.

Casual Vacancy

- (6) If a casual vacancy should occur in any of the offices of the Office Bearers the Council may fill such vacancy from amongst the members of the Council. Such member shall continue in office until the close of the next Annual General Meeting of the Society.

11. Ballot

- (1) If a ballot is required in accordance with Articles 10 hereof a ballot paper shall be prepared which shall be in such form as the Council may from time to time determine and which shall contain the name of each candidate.

- (2) Members voting on the ballot paper prepared in accordance with clause (1) hereof shall record their votes by striking out the name or names of the candidates for whom it is not wished to vote. Every member voting shall vote for as many candidates as there are vacancies to be filled.
- (3) The Chairman of the meeting at which the ballot is held shall appoint two members to act as scrutineers and subject to this Article give all necessary directions as to the conduct of the ballot.
- (4) The vacancies shall be filled by the candidates whose number of votes is the highest.
- (5) In the case of two or more candidates receiving an equal number of votes the Chairman shall have a second or casting vote.
- (6) Members who hold properly declared proxy votes shall be entitled to cast an additional vote for each proxy so held.
- (7) The scrutineers shall count all the votes properly recorded and shall hand the result to the Chairman who shall declare the poll at the meeting.

12. Powers of Council

- (1) Subject to the Constitution of the Society and to such directions as may from time to time be given by the Society in General Meeting, the management of the business and the control of the Society's finances and affairs shall be vested in the Council which may exercise all such powers and do all such things as may be directed or required to be exercised or done by the Society in General Meeting.

Specific Power to make Regulations

- (2) Without limiting the generality of Article 12 (1) hereof the Council may make regulations:-
 - (i) Governing the compilation and the maintenance of any documents relating to Blonde d'Aquitaine, Blonde d'Aquitaine cross and other Crossbred Register, the Performance Register, and all matters relating thereto.
 - (ii) Governing the grading up of cattle by the use of sires and dams and prescribing the fees and charges therefor.
 - (iii) As to all matters relating to the cross-breeding of cattle with cattle containing some Blonde d'Aquitaine blood.
 - (iv) Prescribing the stage at which and the conditions upon which an animal will become eligible for registration in the Herd Book.
 - (v) Prescribing the amount of fees or charges payable for registration of any animals in any documents compiled and maintained by the Society including the Herd Book and the Crossbred Register and the Performance Certified Register.
 - (vi) Licensing the use of any imported or domestic semen of any cattle and prescribing the fees and charges therefor.
 - (vii) The formulation, amendment, modification, or addition thereto of the Rules and Regulations of the Society.
 - (viii) The prescription of the breed type and characteristics of Blonde d'Aquitaine cattle required for registration in the Herd Book.

- (ix) Any expenditure exceeding that amount prescribed by the Council or any expenditure not budgeted for by the Council.
 - (x) Any matters pertaining to the election of Council.
- (3) The Council shall not be bound to give any reason for any determination or declaration made or act done pursuant to the Constitution or Regulations and any such determination or declaration or act shall be final and binding upon all persons affected thereby.
- (4) Any two of the President, the Treasurer and the Executive Officer may authorise expenditures budgeted for by the Council and any cheques drawn on the funds of the Society shall be deemed to be valid if signed by such two persons provided that if there are insufficient persons available for the purposes aforesaid the Vice President may act in their place.

13. Chairman of Council Meetings

- (1) The President or failing him the Vice-President or failing him any member of the Council appointed for the purpose by the meeting shall preside as Chairman at each meeting of the Council.

Quorum

- (2) The quorum for a meeting of the Council shall be five (5) members of the Council or their proxies present in person provided that not less than two (2) Regions are represented.
- (3) The Council may meet, adjourn, and regulate its proceedings when and as it thinks fit. Questions arising at any meeting other than procedural questions shall be decided by a majority of votes. In cases of equality of voting the Chairman for the time being shall have a second or casting vote.
- (4) Procedural questions arising during a meeting of the Council shall be decided by the Chairman of the meeting whose decision shall be binding.

Proxies

- (5) A Councillor appointed by the members of a Region may attend and vote at a meeting of the Council both in his own right and as a proxy for an absent Councillor appointed by the same Region provided that before or as soon as practical after the commencement of the meeting he shall have lodged with the Chairman of the meeting a Memorandum of Appointment signed by the absentee Councillor appointing as his proxy the Councillor so proposing to act as proxy. The Chairman shall forthwith inform the meeting of the contents of any such Memorandum. No Councillor may hold more than one such proxy.
- (6) A Regional Committee may appoint another member of the same Region as proxy for one or both of its Regional Councillors provided that notice of such appointment is received by the Executive Officer not less than two (2) days before any Council meeting to be attended by the proxy or proxies.
- (7) Each Councillor shall to the best of his ability keep his co-Councillors at all times informed as to all matters affecting the Region by the members of which he was appointed to the Council but each Councillor shall at meetings of Councillors and during their deliberations have an impartial regard to the common interest of the members throughout Australia and New Zealand.

14. Committees

- (1) The Council may from time to time appoint such other committees comprising any two or more members of the Society or any such persons for such purpose as the Council thinks fit and each committee shall carry out such functions and exercise such powers as the Council may prescribe provided that the Council may at any time revoke any appointment or any authority so made or given and may disband any committee by notice to that effect.

15. Executive Officer

- (1) There shall be an Executive Officer of the Society who shall be appointed by the Council upon such terms and for such period and at such salary as the Council may from time to time determine and who shall subject to the directions of the Council be entrusted with and carry out the administrative functions of the Society.

Public Officer

- (2) There shall at all times be a Public Officer of the Society who is a resident of South Australia and who shall be appointed by the Council upon such terms and conditions as the Council may from time to time determine.

16. Minutes

Minutes of the proceedings of all General Meetings of the Society, the meetings of the Council and of every committee meeting shall be recorded in the Minute Book or minute books kept for the purpose and be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting if such minutes are confirmed at either meeting. Such minutes shall in the absence of proof of error be deemed to be prima facie evidence of the matters recorded therein.

17. Regional Committees

- (1) At a General Meeting of the members of a Region sufficient notice of which has been given to such members, the members present and entitled to vote thereat may resolve that a Regional Committee for that Region be formed and may elect from amongst such members of that Regional Committee in accordance with such procedures for the election of members as are approved by the Council.
- (2) No Region shall have more than one Regional Committee.
- (3) All members of a Regional Committee shall be honorary.
- (4) A person appointed to a Regional Committee shall hold office until:-
 - (i) His appointment is revoked by resolution of the members of the Region in General Meeting.
 - (ii) He resigns in writing.
 - (iii) He ceases to hold his residential qualification.
 - (iv) The close of the period for which he was elected.
- (5) Members of a Regional Committee may meet together for dispatch of business at their meetings, elect a Chairman and determine the conduct of proceedings as they think fit and may determine a quorum necessary for the transaction of their business.
- (6) Until otherwise so determined a quorum for a meeting of a Regional Committee shall be three members of the Committee personally present.

- (7) The Regional Committee will adopt such Regulations relating to the convening and conduct of and voting at its meetings as are approved by the Council.
- (8) The function of each Regional Committee shall be to:-
- (i) Carry out such functions as may from time to time be delegated to it by the Council.
 - (ii) Appoint a Regional Secretary and Regional President, and create and fill any other positions the members deem appropriate.
 - (iii) Keep and maintain an up-to-date record of all names and addresses of the members for the time being resident within the Region.
 - (iv) Make such inspections of herds within its Region as the Council may direct or as the Regional Committee shall consider appropriate.
 - (v) Forward to the Executive Officer all information gathered pursuant to paragraph (8) (iv) of this Article and such information as the Executive Officer may from time to time require in respect of the Region.
 - (vi) Promote the interests of the Blonde d'Aquitaine breed by advertising within its Region and by holding or encouraging and assisting financially or otherwise the holding of shows, exhibitions, sales, competitions, field days, farm walks, demonstrations or otherwise.
 - (vii) Form sub committees in order to organise or facilitate specific events or functions.

18. Notice to Members

Notices required to be given to a member may be given in writing duly posted and properly addressed to such member at his registered address or at his last known address or in such other manner as the Council may from time to time determine. Notices sent by post or by electronic mail shall be deemed to be given when posted or despatched.

19. Accounts

- (1) The Council shall open and maintain a banking account in the name of the Society and such account shall be operated upon by such person or persons and in such manner as the Council shall from time to time determine.
- (2) All moneys received by the Society or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Society's banking account without prejudice to Article 12 (4).
- (3) The Council shall cause to be kept true accounts of all receipts credits payments and liabilities of the Society and the manner in which its income and expenditure take place and of all other matters necessary for showing the true financial position of the Society.
- (4) The books of accounts shall be kept at such place in such custody as the Council shall think fit.
- (5) The Executive Officer in conjunction with the Treasurer shall prepare or cause to be prepared prior to the Annual General Meeting a statement of receipts and expenditure for the financial year under review together with a balance sheet showing the assets and liabilities of the Society at the close of such financial year.
- (6) The Executive Officer shall forward to each member with a notice convening the Annual General Meeting of the Society, a copy of the balance sheet and a statement of receipts and the disbursement for the financial year to be reviewed at such Meeting.

20. Indemnity

Officers and members of the Council of the Society shall be entitled to indemnity out of the funds of the Society (and by the members jointly) against all loss and liability bona fide and properly incurred in the carrying out of their functions on behalf of the Society.

21. Constitutional Amendments

The Society in General Meeting may by resolution carried by not less than three-quarters of the members voting in person or by proxy amend the Constitution of the Society whether by alteration, addition or deletion in such manner as it may think fit, provided that any such proposed amendment shall be regarded as special business and notice thereof shall be given accordingly and provided that at least twenty one (21) days' notice convening the meeting shall be given.

22. Dissolution of Society

- (1) The Society may be dissolved by a resolution passed at a General Meeting by a majority of three quarters or more of the members present and entitled to vote thereat.
- (2) If upon the dissolution of the Society there remains after the satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which prohibit the distribution of its and their income and property among its or their members to an extent at least as great as is imposed on the Society, such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

23. Common Seal

- (1) The Society shall have a Common Seal which shall be kept in the custody of the Executive Officer or such other person as the Council may from time to time decide.
- (2) The Common Seal shall not be used except by authority of the Council and the affixing of the seal shall be attested by the signatures of such persons as shall be appointed from time to time by the Council.