

MURRAY GREY ASSOCIATION AUSTRALIA INCORPORATED CONSTITUTION

MURRAY GREY ASSOCIATION AUSTRALIA INCORPORATED.

CONSTITUTION

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Part 1 – Preliminary

1. Name

Murray Grey Association Australia Incorporated.

2. Definitions

(1) In this constitution:

Application for Membership - means the form, the contents of which may be determined by the committee from time to time, which is to be used by an Applicant.

Application for Relief - means the form, the contents of which may be determined by the Committee from time to time, which is to be used by a Member who wishes to seek relief from payment of Membership Fees or any other financial obligation owed to the Association.

Association - means "Murray Grey Association Australia Incorporated"

Committee - means the elected executive consisting of President, Vice President, Secretary, Treasurer and 5 ordinary committee members

Charged Member - means a Member against whom an allegation has been made which may lead to the Discipline of that Member.

Corporate Member - means a Member of the Society which is a corporation or an incorporated body.

Directed Proxy - means a form of proxy in which the appointing Member directs the voting of the person appointed as that Member's proxy in relation to some or all resolutions to be put to the meeting which the proxy will attend.

Director-General - means the Director-General of the Department of Services, Technology and Administration.

Discipline - means, in relation to a Charged Member, any type or form of penalty or sanction, financial or otherwise, imposed on a Charged Member, including the suspension or expulsion of that Member.

Disciplined Member - means a Member who has been suspended, fined or expelled under clause 10 hereof.

Final Notice - means a notice issued to a Member who has not paid his Membership Fees or any other financial obligation owed to the Society by the due date.

Financial Member - means a Member who has paid by the relevant due date the Membership Fees and all other sums owed by that Member to the Association.

Herd Book - means the database of Australian Murray Grey Association Australia Inc. maintained by or on behalf of the Association.

Member - means a Person whose name is entered in the Member Register as a Member of the Association.

Member Register - means the Register of Members of the Association.

Membership Fees - means the fees payable by Members of the Association on an annual basis as determined by the Committee from time to time.

Notice of Allegation - means a notice in writing issued by the Secretary to a Charged Member on the instruction of the Committee

Ordinary Committee Member - means a member of the committee who is not an office bearer of the Association.

Patron - means a person who may be elected to that role by the Committee from time to time.

Financial Year - means the year beginning 1 July and ending 30 June of each calendar year

Secretary - means:

- (a) the person holding office under this constitution as secretary of the Association,
- or
- (b) if no such person holds that office - the public officer of the Association.

Service Address - means the address nominated by a Member for the purpose of receiving notices from the Association.

Special General Meeting - means a general meeting of the Association other than an annual general meeting.

Unfinancial Member - means a Member who is in default of a financial obligation (including the payment by the due date of Membership Fees) to the Association but does not include a Member whose Application for Relief has been approved by the Committee and the Member has complied with the relief granted.

Voting Member - means a Member who: –

has been granted membership and is a Financial Member.

Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

the Act - means the Associations Incorporation Act 2009.

the Regulation - means the Associations Incorporation Regulation 2010.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution was an instrument made under the Act.
- (4) Words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1987 and the Act as in force from time to time.

3. Statement of Purpose

- (a) To maintain and improve the Murray Grey Beef Cattle breed in Australia, giving particular attention to the maintenance and the purity of the Murray Grey cattle breed
- (b) To maintain a herd book of the Murray Grey Cattle breed in Australia and internationally
- (c) To compile a register of cattle, descriptions, stud prefixes, stud names and abbreviations electronically
- (d) To publish (including electronically), a Herd Book of the Murray Grey Association Australia Inc. cattle.

- (e) To make from time to time as deemed necessary revocations or amendments to regulations in relation to the entry of animals in the herd book
- (f) To encourage any person interested in breeding Murray Grey Cattle to become a member of the Association.
- (g) To draw up a list of judges competent to act as Judges and a list of Inspectors competent to act as Inspectors of the Murray Grey Cattle breed at Royal and National Shows as required.
- (h) To hold shows or exhibitions or sales of Murray Grey Cattle and to offer prizes or contribute prize money in respect of competitions of Murray Grey Cattle
- (i) To promote in any way whatever, the interests of breeders of Murray Grey Cattle
- (j) To print, publish, distribute, sell or make contribution to any newspaper, journal or publication to advertise or publicise in any way Murray Grey Cattle or anything appertaining to the breed or the promotion thereof.
- (k) To establish relations and make arrangements or agreements with any Association or Society having similar objectives to this Association and formed for the promotion of cattle.
- (l) To support and assist the progress and development of Agricultural Societies
- (m) To purchase or accept as a gift any property whatsoever and to improve or sell same in any way whatsoever.
- (n) To collaborate with other cattle breed societies and associations in the promotion and development of the cattle industry in Australia and particularly any other society or association formed for the promotion and development of Murray Grey cattle
- (o) To publish or otherwise make available for publication any information which the Association may think desirable for the promotion of its objects,
- (p) To support and assist in the progress and development of any agricultural show and in particular the Royal Shows of the various States of the Commonwealth and its Territories
- (q) To open and maintain banking accounts and to operate or allow the same to be operated in such manner as the Association may determine.
- (r) To register brands of all descriptions, trademarks and copyrights for the use of the Association and of its Members.
- (s) To organise, conduct, convene or hold conventions, lectures and conferences.
- (t) To promote generally the welfare of the Beef cattle industry in Australia
- (u) To invest the monies of the Association not immediately required upon such securities and in such manner as may from time to time be allowed by law and as may be determined by the Association
- (v) To pay the costs, charges and expenses of the formation and establishment of the Association
- (w) To appoint, employ, remunerate, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association and to establish and maintain superannuation, provident or other similar funds for the benefit of any such employees and their dependents
- (x) Consistent with its objects to make Regulations in respect to the Association

Part 2 – Membership

4. Membership Generally

There shall be two classes of membership, comprising a full member and a junior member. The junior membership applies to all people under the age of 25 years.

A person is eligible to be a full member and a junior member of the association if;

- (a) The person is a natural person, a business or trading partnership, a corporation, or a school.
- (b) Any organization must nominate a Responsible Person for cattle ownership (see Bylaws for application forms. This person must be a Natural Person)
- (c) The person has been nominated and approved for membership of the Association in accordance with clause (2).
- (d) The person has not reached the age of 25 years in the case of a junior member.

5. Nomination for Membership

A nomination of a person for membership of the Association:

- (a) Must be made by a member of the Association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) Must be lodged with the Secretary of the Association.
 - (c) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination for membership to the committee which is to determine whether to approve or to reject the nomination.
- (a) As soon as practicable after the committee makes that determination, the secretary must:
- I. Notify the nominee in writing that the committee approved or rejected the nomination (whichever is applicable)
 - II. The committee has absolute discretion to reject any application without assigning any reason therefore
 - III. if the committee approved the nomination, a request to the nominee is made to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as an annual subscription.
 - IV. The secretary must, on payment by the nominee of the amounts referred to in clause (10) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

6. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or

- (d) fails to pay the annual membership fee under clause 10 within 6 months after the fee is due.

7. Membership Entitlements

- (a) Membership is a right, privilege or obligation which a person has by reason of being a member of the Association:
- (b) Membership is not capable of being transferred or transmitted to another person and terminates on cessation of the person's membership.

8. Resignation of Membership

- (a) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members

- (1) The public officer of the Association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour Monday to Friday.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or for a sale notice for a member's sale of cattle, any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees and Subscriptions

- (1) A member of the Association must, pay to the Association an annual fee of \$100.00 or, if some other amount is determined by the committee, that other amount:

- (a) before 1 July in each calendar year, or
- (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

11. Fees Generally

Additional to the power conferred by rule 10, the Committee is empowered to fix and to vary from time to time all fees and charges levied or to be levied by the association.

12. Members' Liabilities

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

13. Resolution of Disputes

- (a) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

14. Disciplining of Members

- (1) A complaint may be made to the committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 21 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15, whichever is the later.

15. Right of appeal of disciplined Member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 14, within 21 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause 1, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause 3:
 - i. no business other than the question of the appeal is to be transacted, and
 - ii. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

16. Foundation Members, Honorary and Life Members

The committee may appoint Foundation members at the time of incorporation. The committee may from time to time, as it deems desirable, determine that any person be appointed an Honorary or Life Member of the Association. Any person so appointed shall be entitled to exercise all the rights and privileges of an ordinary member but shall be freed of an obligation to make any payment of an annual subscription fee during the period of such membership.

Part 3 - The Committee

17. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

18. Composition and Membership of Committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Association, and

- (b) at least 5 ordinary committee members, each of whom is to be elected at the annual general meeting of the Association under clause 24.
- (2) The total number of committee members is to be 9.
- (3) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for reelection.
- (6) The Foundation members will hold the office bearers and committee member positions until the first annual general meeting.

19. Election of Committee Members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 20 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting for unfilled vacancies.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted by secret ballot at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) An independent returning officer must be appointed for all elections.
- (8) Scrutineers can be appointed by candidates for the counting of ballot and proxy votes at the AGM

- (9) A member may vote in the elections by a proxy vote providing the proxy vote is sealed and sent in an envelope to the registered office of the Association not less than 3 business days prior to the meeting. Proxy forms are available from the registered office.

- (10) A public officer shall be elected at each annual general meeting

A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a financial member of the Association.

20. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

21. Treasurer

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

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

22. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

23. Removal of Committee Members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
 - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

26. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

27. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).

- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Seven members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32. Presiding Member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of Decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.

- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35. Special Resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

36. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 15 years of age.
- (5) A proxy vote may be cast at any meeting including the annual general meeting.

37. Postal Ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

38. Insurance

The Association may affect and maintain insurance.

39. Funds - Source

- (1) The funds of the Association are to be derived from annual subscriptions of members, herd inventory and donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either one member of the committee or by 2 employees of the Association, being members or employees authorised to do so by the committee.

41. Change of Name, Objects and Constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

42. Custody of Books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43. Inspection of Books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.

44. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an
 - (d) address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Financial Year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

46. Bylaws

The Association has an adjunct set of rules to support day to day operations and aims of the Association on behalf of its' members. These Bylaws can be changed at a general meeting when the proposed motion to change has been notified to all members and the change motion has support of 66% of voters including postal votes and nominated proxy votes.

47. Breed Promotion Groups

The Breed Promotion Groups are regional collections of Murray Grey supporters who actively promote the breed in their area. They are as sub-committees of the Association and will follow the rules of the constitution apart from the quorum numbers and will follow the bylaws of the Association.

48. Grading Cattle

From time to time a breeder may want to diversify the genetic base of available Murray Grey cattle. As a seedstock breed group MGAA will accept cattle under the following circumstance.

1. The Murray Grey animal for the first cross is to be a purebred Murray Grey male or female.
2. The outcross animal can be male, or female having been tested for the following: - Bovine Viral Diarrhea (PESTI), Pompe's Disease, Alpha Mannosidosis, Arthrogryposis Multiplex, Contractual Arachnodactyly and Neuropathic Hydrocephalus. If the non-Murray Grey is not known to have the above listed disease in their breed, then testing is not required for all but Pesti. If the breed of animal is known to have other diseases, then the appropriate testing is to be done and the results forwarded to MGAA with the initial request for registration.
3. After the first cross only registered Murray Grey bulls (93.75% pure) can be used as part of the grading process.
4. A female is considered A Grade at 87.5% as any offspring following a joining with a pure- bred Murray Grey bull will be pure bred at 93.75%. However, if a female is to be joined to a bull that is not pure at 93.75% the female must be a minimum 4th cross of 93.75%.
5. A bull developed through the grading process can only be used when at 93.75% pure. Bulls at 87.5% are considered A Grade and can be used for commercial cattle breeding.

The table below details the acceptable level of grading.

Joining	Grade	Percentage
First offspring	C	50%
Second cross	B	75%
Third cross	A	87.5%
Fourth cross	Pure	93.75% (Pure)

49. Cattle Colour

There are four (4) naturally occurring colours in the Murray Grey and the under coat of all Murray Grey animals is dark. The colours are: -

- A. Silver
- B. Dun (approximately between Silver and Grey)
- C. Grey
- D. Black

Due to confusion with several other breeds the black Murray Grey cannot be entered in show competitions.

Appendix 1

MURRAY GREY ASSOCIATION AUSTRALIA INCORPORATED

(incorporated under the *Associations Incorporation Act 2009*)
APPLICATION FOR MEMBERSHIP OF ASSOCIATION

I,
[full name of applicant]

of
[address]

.....

[email address]

hereby apply to become a member of the above-named incorporated Association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant Date

I,
[full name]
a member of the Association, nominate the applicant for membership of the Association.

.....
Signature of proposer Date

I,

[full name]
a member of the Association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder Date

Appendix 2

MURRAY GREY ASSOCIATION AUSTRALIA INCORPORATED

PROXY FORM FOR ANNUAL GENERAL MEETING

To be held on/..... /.....

The Secretary
Murray Grey Association Australia Inc.

I, (Please print name) _____

Of, (address) _____

Member REF/CET _____

Being a financial member of the Murray Grey Australia Breeders Association Inc., hereby appoint

(Please print) _____ REF/CET (if appointing a member) or failing him/her, the Chairman of the Meeting, as my proxy to vote for me and on my behalf at the [Annual General meeting on] and at any adjournment thereof.

Signed this _____ day of _____ (month and year)

Signature of member _____

Should you wish to direct your proxy to vote, please mark the appropriate box, otherwise your proxy may vote as he/she thinks fit or abstain from voting.

For / Against

{set out the resolutions here}

Notes:

1. To be valid, this proxy Form must have been received by the {returning Officer} no later than

2. A financial member entitled to vote at this meeting may appoint as proxy any person they choose and who does not need to be a member of the Murray Grey Australia Breeders Association Inc.

3. A proxy form on which a name is not put to act as a proxy will be deemed to have appointed the Chairman of the Meeting as their proxy.

Appendix 3

MURRAY GREY ASSOCIATION AUSTRALIA INCORPORATED

(incorporated under the *Associations Incorporation Act 2009*)

NOMINATION FOR ELECTION FORM

The Secretary
Murray Grey Association Australia Inc.

I, (Please print name) _____

Of, (address) _____

Member REF/CET _____

Being a financial member of the Australian Murray Grey Association Inc., hereby nominate

(Please print) _____ REF/CET for the position of

(Please print) _____

Signed this _____ day of _____ (month and year)

Signature of Member _____