

JERSEY AUSTRALIA INCORPORATED



CONSTITUTION

Updated 21st May 2013

STATEMENT OF PURPOSES

- 1) The name of the proposed incorporated association is Jersey Australia Incorporated.
- 2) The purposes for which the proposed incorporated association is established are:-
 - a. To develop the genetic pool of Jersey cattle within Australia.
 - b. To expand the influence of the breed in Australia and in any overseas territory not serviced by a Jersey Association.
 - c. To collect, verify, and publish information relating to the commercial benefits of Jersey cattle.
 - d. To collect, verify and maintain a register of Jersey cattle to be held at the office of the Association.
 - e. To promote in any way not mentioned above the interests of breeders of Jersey cattle and members of the Association.
 - f. To purchase or lease any real property in the interests of the Association.
 - g. To accept or reject any gift or legacy of money or property whether subject to any special trust or not for any one or more of the objects of the Association.
 - h. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
 - i. To invest any moneys of the Association in such manner as may from time to time be determined
 - j. To do all such lawful things as are incidental to the attainment of the above objects.

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1. NAME

The incorporated association is *Jersey Australia Incorporated* in these rules called "the Association".

2. DEFINITIONS

(1) In these Rules, unless the contrary intention appears –

"Act" means the Associations Incorporation Act 1981

"Book Of Rules" the association will publish a book of rules relating to this constitution

"Board" are the delegates elected by the financial membership to manage the affairs of the association

"Director" means a person elected by the financial membership to the Board

"financial year" means the period of 12 months (or such other period as the council resolves) commencing on the date of incorporation of the association or on the date of the expiration of the previous financial year (as the case may be)

"general meeting" means a general meeting of financial members of the association convened in accordance with these rules and includes the annual general meeting and special general meeting

"member" means a financial member of the association

"Register" means a listing of Jersey cattle that are recorded in the files of the Association

"Regulations" means regulations under the Act

"relevant documents" has the same meaning as in the Act

(2) In these Rules, a reference to the Secretary of an Association is a Reference:-

- a) if a person or body holds office under these Rules as Secretary of the Association - to that person or body; and
- b) in any other case, to the public officer of the Association.

3. REGISTER OF MEMBERS

The Secretary shall maintain a register of members containing the name and address of each member; the date on which each member's name was entered in the register and the class of membership.

4. ANNUAL SUBSCRIPTION

- 1) The annual subscription payable by full, associate, junior or family members shall be determined by the members in Annual General Meetings
- 2) Honorary Life Members shall not be liable to pay any Annual Subscription
- 3) The annual subscription shall be due and payable at a time determined by the Board

5. MEMBERSHIP

- 1) The Association shall comprise of the members of Jersey Australia at the date of incorporation of the Association and such other individuals who are admitted to membership of the Association from time to time in accordance with these rules.
- 2) The membership of the Association shall be divided into the following classes:
 - a. Full membership. A Full Member shall be any person who is a member of the Jersey Australia at the date of incorporation or who is subsequently nominated and approved for membership as provided in these Rules.
 - b. Associate membership shall be determined at the discretion of the council and subject to any terms deemed necessary. An associate member shall not be eligible to hold office in the Association or to vote at any general meeting of the Association, but shall have rights and privileges as granted by Jersey Australia council.
 - c. Junior Member - Any person under the age of 21 years who is nominated by a full member or honorary life member and approved for membership as provided in these rules is eligible to be a Junior Member of the Association. Junior Members shall, at the end of the financial year in which they attain the age of 21, cease to be Junior members. A Junior member may make application to become a full member of the Association in

accordance with the procedures prescribed in these rules. A junior member shall not be eligible to hold office in the Association or to vote at any general meeting.

- d. Honorary Life Members - The Board may at any time and in its absolute discretion admit any person (whether a full member or not) to honorary life membership of the Association by reason of services which such person may have rendered to the Association or to the Jersey Cattle industry in Australia. An honorary life member shall be entitled to all the rights and privileges of a full member and shall be subject to the obligations of a full member
- e. Family Members - Members of a family actively engaged in the breeding of Jersey Cattle within one enterprise, nominated and approved for membership as provided for in these Rules are eligible to be Family Members. A family member shall be eligible to hold office in the Association and shall be entitled to one vote at any general meeting.

6. MEMBERSHIP APPLICATION

- 1) Every nomination for membership of the Association shall be lodged with the Secretary and shall be made in writing in such form or forms as the Board may from time to time prescribe. Each such nomination shall include the full name and address of the member who makes the nomination and of the nominee and shall contain an undertaking by the nominee to be bound by these Rules if admitted to the membership of the Association.
- 2) As soon as practicable after the receipt of the nomination, the secretary shall refer the nomination to the Board.
- 3) Upon a nomination being referred to the Board, the Board shall as soon as practicable determine whether to approve or to reject the nomination.
- 4) Upon a nomination being approved by the Board, the secretary shall forthwith notify the nominee in writing accordingly and request payment within the period of 28 days after the receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 5) Upon payment of the amount referred to above, the secretary shall enter the nominee's name in the register of members kept by the association and upon the name being so entered, the nominee shall become a member of the association. If such payment is not received within one month after the date of the notice, the Board may in its discretion cancel its approval of the nominee for the membership of the Association.

- 6) A right, privilege or obligation of a member by reason of their membership of the Association unless otherwise herein contained, is not capable of being transferred or transmitted to another person.

7. NOTICE TO MEMBERS

Any notice that is required to be given to a member(s), by or on behalf of the Association, under these Rules may be given by

- a) Delivering the notice to the member personally; or
- b) Sending it by prepaid post addressed to the member's address shown in the register of members; or
- c) facsimile transmission, if the member has requested that the notice be given to them in this manner; or
- d) electronic transmission, if the member has requested that the notice be given to it in this manner; or
- e) by any other means available to the Association at the time.

8. CEASING MEMBERSHIP

- 1)
 - a. If the annual subscription of a member shall remain unpaid for a period of three months after it becomes due then the member may, after notice of default having been sent by council, be debarred by resolution of the Board from all privileges of membership and their name removed by the Board from the register of financial membership. The Board in its discretion may reinstate the member and restore their name to the register on payment of all arrears.
 - b. Any member may at any time give to the secretary notice in writing of intention to retire from membership of the Association and shall thereupon cease to be a member.
 - c. If a member dies their membership will no longer remain active
 - d. A member shall cease to be a member of the Association if expelled from the Association pursuant to Rule 28(1)

Notwithstanding that any member shall in any way cease to be a member, such cessation of membership shall not relieve such member from any liability for any debts which may be owing by them to the Association at the date

thereof, and the Association shall not be required to refund the whole or any part of the monies paid by the member for their membership.

9. THE BOARD

- 1) The affairs of the Association shall be managed by the committee of management known as the Jersey Australia Board "the Board".
- 2) The Board:
 - a. shall control and manage the business and affairs of the Association; and
 - b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - c. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
 - d. consist of not more than ten Directors together with the Secretary
- 3) The officers of the Board shall be
 - a. a President;
 - b. a senior Vice-President; and a Junior Vice-President
 - c. an honorary Treasurer and
 - d. a Secretary
- 4) The Board shall at its first meeting after the Annual General Meeting each year elect from its members a President, Senior Vice-President, a Junior Vice-President and a Treasurer.
- 5) Each director of the Board shall hold office until the annual general meeting next after the date of his or her appointment.
- 6) In the event of a casual Director vacancy occurring on the Board the Board may appoint a member to fill the Director vacancy. The appointed Director shall hold office, subject to these Rules, until the

conclusion of the annual general meeting next following the date of the appointment.

- 7) A Quorum of the Board shall be six
- 8) The Board shall determine all matters by simple majority of the Directors present. Proxy voting shall not be permitted.
- 9) In the case of an equality of voting the Chairperson of the meeting is entitled to exercise a second or casting vote
- 10) The Chairperson of the meeting shall be the President or in his absence the Senior Vice President or Junior Vice President and in their absence such Chairperson as the Directors present elect.

10. ELECTIONS OF THE BOARD

- 1) Each year five new Directors shall be elected by the membership. Retiring Directors shall be eligible to stand for election. The elected Directors shall be elected for a period of two years.
- 2) Each year the five Directors who did not retire at the previous election shall retire. A further five Directors shall be elected by the membership. The retiring Directors shall be eligible to stand for re-election. The Directors shall be elected for a two year period.
- 3) Only one person per family membership shall be entitled to be on the Board of the association at any one time
- 4) Junior and Associate members shall not be entitled to be on the Board of the association
- 5) Nominations shall be made in writing signed by two members of the Association, being full, life or family members.
- 6) Nominations of candidates for election as Directors of the Board shall be delivered to the address of the association not less than 42 days before the date fixed for the holding of the annual meeting.
- 7) If insufficient nominations are received to fill all vacancies on the Board or if the number of nominations received is equal to the number of vacancies on the Board, the candidates nominated shall be deemed elected.
- 8) a. Where the number of nominations exceeds the number of vacancies to be filled the secretary shall at least 21 days before the date fixed for the annual general meeting send to all members of the Association by prepaid post a printed ballot paper in such form as is determined by the Board from time to time.

b. To be valid, every ballot paper returned must reach the secretary not later than two days prior to the annual general meeting.

c. A returning officer shall be appointed at a meeting of the Board prior to the date on which the ballots are despatched to members who is responsible for counting the returned ballot papers

d. Any candidate for election may appoint a scrutineer to attend whilst the ballot is being counted.

e. The result of the ballot shall be declared by the returning officer at the Annual General Meeting

11. SECRETARY

- 1) The Board, upon appointing the secretary, shall nominate a person to be the public officer of the Association. The secretary shall be paid a fee as agreed upon from time to time.
- 2) The secretary of the Association shall keep minutes of the resolutions and proceedings of each meeting together with a record of names of persons present at the Board meetings.
- 3) The secretary shall be a non-voting member of the Board unless the secretary is a Director acting as Secretary in an honorary capacity.
- 4) The secretary should keep a book of rules and motions

12. VACANCIES

- 1) The office of Director becomes vacant if the Director
 - a. ceases to be a member of the Association; or
 - b. becomes bankrupt or insolvent; or
 - c. resigns from office by notice in writing given to the Secretary.
- 2) Where a Director fails to attend two consecutive meetings of the Board without either apology being accepted or leave of absence being granted by the Board, the Board may, after notice in writing having been given to such Director and having granted them the right to be heard, remove them from office and declare their position on the Board vacant

13. ANNUAL GENERAL MEETING

- 1) The Association shall in each calendar year and at intervals of not more than 15 months convene an annual general meeting of its members.
- 2) The annual general meeting shall be held on such day as the Board determines on a state rotational basis where practical.
- 3) The annual general meeting shall be specified as such in the notice convening it.
- 4) The ordinary business of the annual general meeting shall be:
 - a. To confirm the minutes of the last preceding annual general meeting
 - b. To receive from the Board reports of the transactions of the association during the preceding financial year
 - c. To receive and consider the audited financial statement submitted by the association in accordance with section 30(3) of the Act
 - d. To declare the elected Board for the forthcoming year
 - e. To determine the annual subscription
 - f. To appoint an auditor for the forthcoming year
- 5) The annual general meeting may transact special business of which notice is given in accordance with these rules or any business the president may allow.
- 6) 20 members personally present being members entitled under these Rules to vote at an annual general meeting shall be considered a quorum.
- 7) A 75% affirmative vote of members present will be required for a Constitutional change.

14. SPECIAL GENERAL MEETINGS

- 1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- 2) All general meetings other than the annual general meeting are special general meetings.

- 3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, The Board must convene a special general meeting before the expiration of that period.
- 5) The Board must, on the request in writing of not less than 20 Members able to attend and vote at such meeting convene a special general meeting of the Association.
- 6) The request for a special general meeting must:-
 - a. state the objects of the meeting; and
 - b. be signed by the members requesting the meeting and
 - c. be sent to the address of the Secretary.
- 7) If Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 8) If a special general meeting is convened by members in accordance with rule 14(7), all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

15. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

16. NOTICE OF GENERAL MEETINGS

- 1)
 - a. The Board shall, at least 60 days before the date fixed for holding each annual general meeting of the Association, notify the membership by publishing in the Jersey Australia Journal or by some other method available to the Association at the time, of the date fixed for holding the annual general meeting of the association

- b. The Secretary of the Association, at least 20 days, or if a special resolution has been proposed at least 20 days, before the date fixed for holding a special general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, and time of the meeting and the nature of the business to be conducted at the meeting.
- 2) Notice may be sent:-
 - a. by prepaid post to the address appearing in the register of members; or
 - b. if the member requests, by facsimile transmission or electronic transmission.
- 3) No business other than that set out in the notice convening the meeting may be conducted at that meeting subject to the Chairperson's discretion.
- 4) A member intending to bring any business before a meeting will notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

17. QUORUM AT GENERAL MEETINGS

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 2) A quorum shall be 20 financial members at all meetings.
- 3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:-
 - a. in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - b. in any other case - the meeting shall stand adjourned to a date specified by the Chairperson.
- 4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 6) shall be a quorum.

18. PRESIDING AT GENERAL MEETINGS

- 1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Association.

- 2) If the President and the Vice-Presidents are absent from a general meeting, or are unable to preside, the members present must elect one of their number to preside as Chairperson.

19. VOTING AT GENERAL MEETINGS

- 1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- 2) All votes must be given personally.
- 3) Proxy voting is not permitted.
- 4) All voting shall be determined by a simple majority other than where a special resolution is required pursuant to the Act.
- 5) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 6) If at a meeting a poll on any question is demanded by not less than 20 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 7) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 8) On any question arising at a general meeting of the Association all ordinary, honorary life, and family members are entitled to vote. Associate and Junior members are not entitled to vote.

20. MANNER DETERMINING WHETHER RESOLUTIONS ARE CARRIED

If a question arising at a general meeting of the Association is determined by a poll –

- a) a declaration by the Chairperson that a resolution has been –
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost;
- b) 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 favour of, or against, that resolution.

21. ADJOURNMENT OF GENERAL MEETINGS

- 1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2) Subject to the Chairperson's discretion, no business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

22. MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at meetings.

23. FUNDS

- 1) The treasurer of the Association shall be responsible for –
 - a. the collection and receipt of all monies due to the Association and all payments authorised by the Association; and
 - b. keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board or Board representatives.
- 3) The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the Board determines. There is no entrance fee for membership of the Association.
- 4) The books referred to shall be available for inspection by the Board

24. ALTERATION OF THE RULES AND STATEMENT OF PURPOSES

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

25. SEAL

- 1) The common seal of the Association must be kept in the custody of the Secretary.
- 2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Directors or, of one Director and of the public officer of the Association.

26. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request on seven days notice.
- 3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

27. WINDING UP

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

28. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 1) Subject to these Rules, the Board may:
 - a. Expel a member from the Association
 - b. Suspend a member from membership of the Association for a specified period, or
 - c. Fine a member in accordance with the regulations if the Board is of the opinion that the member
 - i. Has refused or neglected to comply with the rules or
 - ii. Has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association or the Association membership.

2) Where the Board intends to exercise any of its powers under Rule 28(1) it shall prior to doing so and if 75% of Board resolves to do so, set out the proposed resolution of the Board and the grounds upon which it is based. In this event the Secretary shall, as soon as possible cause to be served on the member a notice in writing:-

- a. Setting out the proposed resolution of the Board and the grounds on which it is based;
- b. Stating that the member or their representative may address the Board at the meeting;
- c. Stating the date, place and time of that meeting which shall be held not earlier than 14 and not later than 60 days after service of the proposed resolution notice;
- d. Informing the member that they may do one or more of the following:-
 - i. Attend the meeting to give reason why they should not be
 1. Expelled
 2. Suspended
 3. Fined
 - ii. Give to the Board before the date of that meeting a written statement seeking revocation of the resolution.

3) The Board

- a. Shall give to the member an opportunity to be heard either personally or by a representative;
 - b. Shall give due consideration to any written statement submitted, and
 - c. Shall by resolution determine whether to pass or not pass the resolution.
- 4) A resolution of the Board to expel, suspend or fine a member shall not take effect until a meeting held in accordance with the rules has concluded

29. DISPUTES AND MEDIATION

- 1) The grievance procedure set out in this rule applies to disputes under these Rules between
 - a. a member and another member; or
 - b. a member and the Association.

- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 4) The mediator must be
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Department of Justice.
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator, in conducting the mediation, must
 - a. give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 9) The mediator must not determine the dispute.
- 10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

30. BREED REGISTER

- 1) Jersey Australia Incorporated shall be responsible for compiling a record of registered Australian Jersey cattle.

- 2) Jersey Australia Incorporated will publish "Book of Rules" which will include eligibility for registration, transfers, leases, ownerships and documentation procedures and any other information deemed necessary. This book will be updated as required.
- 3) Registration in the register shall be open to all breeders of Jersey cattle in accordance with the "Book of Rules".
- 4) Jersey Australia Incorporated will maintain and run its own register for the purpose of recording the registrations of Jersey cattle.

31. CLASSIFICATION

The Board shall oversee a national classification scheme in accordance with guidelines contained in the "Book of Rules".

32. RECOGNITION OF SOCIETIES AND ASSOCIATIONS

The Association may recognise the register of any society of breeders of Jersey cattle that are full members of the World Jersey Cattle Bureau and any other societies or associations that meets their approval.

33. PUBLIC OFFICER

The first Public Officer of the Association shall be the person upon whose Application the Association was Incorporated. Where that position becomes vacant the Board shall within fourteen days after the vacancy arises appoint a person to fill the vacancy.