

# **CONSTITUTION OF THE PRIME SAMM BREEDER'S SOCIETY OF AUSTRALIA INC.**

## **1. NAME**

The name of the Association is Prime SAMM Breeder's Society of Australia Incorporated, referred to herein as "The Association"

## **2. INTERPRETATION**

In this Constitution, unless the contrary intention appears:

'Member' means a member of the Association, irrespective of the category of membership;

'Act' means the Associations Incorporation Act, 1987; as amended from time to time.

'Regulations' means the Associations Regulations, 1987; as amended from time to time.

'Committee' means the Committee of Management of Association

## **3. OBJECTS AND PURPOSE**

The Association will:

- 3.1 Promote the breed and manage the stud register.
- 3.2 Represent the best interest of Prime SAMM Breeders in all aspects.
- 3.3 Provide a single representation for Prime SAMM Breeders.
- 3.4 Raise funds to support the objects of the Association through membership fees and levies and from organisations with interest in the industry.

## **4. POWERS**

- 4.1 To appoint, employ and remunerate such persons, officers, servants, agents, employees, consultants and contractors to achieve benefits for the Prime SAMM
- 4.2 To enter into any contracts, agreements, arrangements and understandings considered necessary by the Association to achieve its objects and purpose.
- 4.3 To take all reasonable measures to effectively achieve the objects and purpose of the Association in accordance with sound technical, environmental, financial, social and economic practices.
- 4.4 To do all things necessary or considered desirable by the Association for the purpose of achieving or carrying into effect any of the objects of the Association.
- 4.5 To undertake all aspects of the Associations' business legally and for the betterment of the Prime SAMM Breeders Society of Australian Inc.

## **5. INCORPORATION**

The Association is incorporated in Western Australia according to the regulations of the Associations Incorporation Act, 1987.

## **6. MEMBERSHIP**

- 6.1 Full membership of the Association shall be available to persons, firms, organisations and companies which have Purchased a Registered Prime Sann Ewe(s).
- 6.2 The National Executive Committee reserves the right to refuse or terminate the membership of any person or group deemed by the National Executive Committee to be unsuitable.
- 6.3 The National Executive Committee May grant Associate membership If unable to Meet criteria of full membership only for a maximum of five years.
- 6.4 The Association shall keep a register of all members, known as “Members Register” and details of all members are to be recorded there in.
- 6.5 A Member of the Association who has an interest in a matter before the Association or the National Executive Committee must disclose his or her interest at the meeting at which the matter is before the Association or National Executive Committee. Such disclosures must be recorded in the minutes of the meeting at which the disclosure was made.
- 6.6 A Member may resign upon giving written notice to the Association.
- 6.7 Membership for schools and /or colleges shall be allowed at the same level as junior membership provided the school or college does not want the right to vote at any meeting nor have its representative to hold any position on a committee or be a Regional Councillor.

## **7. MEMBERSHIP FEES & VOTING RIGHTS**

- 7.1 All new members of the Association must pay an initial joining fee.
- 7.2 Annual membership subscriptions and initial joining fee will be set at the Annual General Meeting upon recommendation of the National Executive Committee.
- 7.3 A Member will become unfinancial if their annual membership subscription is not paid within 60 days of posting of invoice. All membership rights will be suspended pending a decision by the Association.
- 7.4 General membership of the Association, at the Annual General Meeting, can resolve to set a special levy for each of one or more specific projects. Such levy or levies shall be in addition to the annual membership subscription and initial joining fee.
- 7.5 Sann breeder Members and Associate Members will pay a set annual membership subscription.
- 7.8 Voting rights will be given to Members according to the following basis:
  - (i) SAMM Breeder Members – 1 vote per membership
  - (ii) Associate Members No vote:

## **8. NATIONAL EXECUTIVE COMMITTEE**

8.1 The affairs of the Association shall be managed by a National Executive Committee under the powers and authorities conferred by the Constitution and by the Act and its associated Regulations. The Executive Committee may exercise all such powers and do all such things as are within the objects of the Constitution and are not, by this Constitution, required to be done in a general meeting. Decisions of the National Executive Committee may be overruled by a Special General Meeting.

8.2 The National Executive Committee shall comprise the following:

- (i) President/Chairperson
- (ii) Deputy President/Chairperson
- (iii) Treasurer
- (iv) Member from Western Division
- (v) Member from Western Division
- (vi) Member from Central Division
- (vii) Member from Central Division
- (viii) Member from Eastern Division
- (ix) Member from Eastern Division
- (x) Secretary

All members of the National Executive Committee have one (1) vote excepting:

- (1) National President casting vote only
- (2) Secretary whom shall not have a vote.

8.3 The position of President/Chairperson will be elected annually by all members at the Annual General Meeting.

8.4 The position of Deputy Chairperson will be elected annually by members of the National Executive Committee.

8.5 Members of the National Executive shall be elected by their Divisions.

8.6 The Treasurer shall be elected annually by members of the National Executive Committee.

8.7 Each Division will reimburse the expenses of their Divisional representative to cover the cost of attending meetings of the National Executive Committee.

8.8 The National Executive Committee will be responsible for the oversight of animal registrations, Regulations and publication of the SAMM magazine.

## **9. DIVISION AND SUB COMMITTEES**

9.1 Australia is divided into the following management Divisions:

- (i) Western Australia -Western Division
- (ii) South Australia and part Victoria - Central Division
- (iii) New south Wales and part Victoria and Queensland - Eastern Division.

9.2 Members are to be affiliated with the closest geographical Division.

- 9.3 Each Division shall be run by a committee of members from that Division. Number of committee members to be 8 comprising of:  
(i) Chairperson  
(ii) Secretary  
(iii) Treasurer  
(iv) Five committee Member's  
Two of the Divisional Members are to be on the National Executive Committee
- 9.4 Divisional Committee to be elected annually
- 9.5 Divisional Committee to report to the Members it represents and to the National Executive Committee.
- 9.6 Sub committees may be formed by National Executive Committee or Divisional Committee to investigate particular issues and are appointed and dissolved by the National Executive Committee or Divisional Committee as appropriate.
- 9.7 Sub committees will consist of Members of the Association and be managed by an Executive Committee member, reporting to the Executive Committee.

## **10. CESSATION OF MEMBERSHIP**

- 10.1 Any member whose subscription remains unpaid 60 days from the date on which it shall become due shall be liable to have the membership cancelled, or suspended, pending a decision by the Association. Failure of the Association to act on any one such occurrence shall not affect its rights in respect of any other occurrence.
- 10.2 Should a member become insolvent, bankrupt, or suspend payment, or make an assignment of his estate or composition or arrangement for the benefit of creditors, or in the opinion if the Association, by the member's actions, the member is unsuitable to hold membership, the Association shall have the power to cancel membership by resolution carried at a general meeting of members present at a meeting called for the purpose, provided that the member concerned shall first have been given the opportunity to give the Association an explanation in defence, either in person or in writing.
- 10.3 Should a member not comply with a code of practice or membership criteria approved by the Association or in the opinion of the Association, by the member's actions, the member is unsuitable to hold membership, the Association shall have the power to cancel his membership by resolution carried at a general meeting, provided that the member concerned shall have first been given the opportunity to give the Association an explanation in defence, either in person or in writing.

## **11. PROCEEDINGS OF EXECUTIVE COMMITTEE**

- 11.1 The National Executive Committee shall meet together for the dispatch of business four monthly and in such a place and at such a time that is convenient to a 60% majority of committee members or via telephone hook up or other electronic means.

- 11.2 Notice of each National Executive Committee meeting together with an agenda and copies of any papers for discussion shall be provided to each committee member as soon as practicable prior to the next committee meeting.
- 11.3 A quorum for a meeting of the National Executive Committee shall be set at one half plus one of the committee members, ignoring any fraction.
- 11.4 The National Executive Committee Chairperson has a casting vote only.
- 11.5 A member of the National Executive Committee having a pecuniary interest in a contract or project or a proposed contract or project of the Association must disclose to the committee as soon as possible, in writing, the nature and extent of the conflict and interest and shall not vote in respect to that issue. The member should be permitted to contribute to discussion where appropriate.
- 11.6 The National Executive Committee can make recommendations to Members for resolution at a general meeting.
- 11.7 A National Executive Committee position may become vacant if a committee member is disqualified under the Act, expelled as a Member under these Rules, permanently incapacitated by ill health or absent without apology for more than two meetings in a financial year.
- 11.8 The National Executive Committee may appoint a person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the committee without nomination.
- 11.9 The above 8 rules apply to the Division Committee's.

## **12. CONSTITUTION**

- 12.1 This Constitution may be altered (including an alteration to name), or be rescinded and replaced by a substituted Constitution by a resolution of the Members of the Association at a Special or Annual General meeting of Members. Any notice of the meeting shall contain the substance of any alteration to the Constitution which are being proposed.
- 12.2 A resolution to alter the Constitution as provided in 12.1 shall require a majority vote of not less than two thirds of Members present or by proxy.
- 12.3 The registered Constitution shall bind the Association and every member to the same extent as if they had respectively, signed and sealed them, and agreed to be bound by all of the provisions thereof.

## **13. MEETINGS**

- 13.1 The National Executive Committee may call a special general meeting at any time and shall call an Annual General Meeting in accordance with these rules.

- 13.2 Notice of an Annual General Meeting shall be provided to each member at least twenty one days prior to the meeting.
- 13.3 Upon a requisition in writing of not less than 10% of financial Members of the Association, the National Executive Committee shall within one month of receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- 13.4 Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 13.5 If a special general meeting is not convened within one month as required in sub-rule 13.3 the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the National Executive Committee and for this purpose the National Executive Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting a meeting shall be borne by the Association.
- 13.6 Notice of a Special General Meeting at which a special resolution is to be proposed shall be given at least 30 days prior to the date of the meeting. (Except under special circumstances deemed necessary by the National Executive Committee –Rule 13.7)
- 13.7 Subject to sub-rules 13.2 and 13.6 at least seven days notice of any general meeting shall be given to members (except under special circumstances deemed necessary by the Committee). The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting the order of the business at the meeting shall be – the consideration of the accounts and reports of the committee and auditors, the appointment of auditors and committee members and any other business requiring consideration of the Association in general meeting.
- 13.8 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post, fax or email to the address shown in the “Members Register”.
- 13.9 Where notice is sent by post, service of this notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail.

#### **14. PROCEEDINGS AT MEETINGS**

- 14.1 A quorum at any general meeting shall be 10 Members in person or by proxy in writing. A proxy may be nominated by a Committee member who is unable to attend a meeting or the chairperson may act as their proxy. The proxy must be a fully paid member of the Association.
- 14.2 If within 20 minutes after the time appointed for the meeting a quorum of members is not present a meeting convened upon requisition of members shall lapse. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and same place and if at such an adjourned meeting a quorum is not present

within thirty minutes of the time appointed for the meeting the members present shall form a quorum.

- 14.3 The Chairperson of the Executive Committee or if there shall be no Chairperson then the Vice-Chairperson of the Executive Committee, or in their absence or in their declining to take or retiring from the chair, one of the Executive Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.
- 14.4 The Chairperson with the consent of any meeting at which a quorum is present and if so directed by the meeting, shall adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.5 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 14.6 Proxy votes are available to all voting members and must be in writing and handed to the Secretary or Chairman prior to commencement of the meeting.
- 14.7 At any general meeting a resolution put to a vote by show of hands shall be decided on a show of hands as well as proxy votes. A declaration by the Chairperson of the meeting that a resolution has been carried or lost will be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of or against the resolution.
- 14.8 If a ballot is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such a manner as the Chairperson directs. The ballot shall use the vote weighting as defined in Rule 7.8 and include proxy votes. The majority result of such a ballot shall be the resolution of the meeting, except in the case of a special resolution where a majority vote of not less than two thirds of members present at the meeting and entitled to vote does so personally or by proxy, is required.
- 14.9 A poll demanded on the election of a Chairperson of a meeting or any question of adjournment shall be taken at the meeting without adjournment.

## **15. MINUTES**

- 15.1 Minutes of all proceedings of meetings of the Association and of meetings of the Executive Committee shall be entered within fourteen days after the relevant meeting in minute books kept for the purpose.
- 15.2 The minutes kept pursuant to Rule 15.1 shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting after acceptance by the Executive Committee or General membership as being a true and accurate record of that meeting's proceedings.
- 15.3 The responsible for the recording of all minutes will be the chairperson unless a secretary has been appointed.

15.4 Minutes of all general meetings shall be made available to Members.

## **16. FINANCIAL YEAR**

16.1 The financial year shall end on the 30th of June of each and every year.

## **17. ACCOUNTS**

17.1 The Association shall keep all such accounting records as are required under the Act and by any sponsoring body and as necessary to correctly record and explain the financial transactions and financial position of the Association.

## **18. FINANCE**

18.1 The funds of the Association, including assets and income, shall be applied solely in defraying the expenses and carrying out the objects of the association and no portion thereof shall be paid or applied directly or indirectly as a distribution of income and/or capital to members, provided that nothing herein shall prevent the payment in good faith to any Officer or Servant of the Association or to any other person in return for services rendered to the Association.

18.2 All monies received by or belonging to the Association shall be banked in the name of the Association as directed by the Executive Committee.

18.3 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

18.4 The Association's financial year shall commence on the 1 July each year.

18.5 At each Annual General Meeting members shall appoint a person to be an Auditor. The auditor must conform to the requirements of the Act and will be eligible for re-appointment at each Annual General Meeting.

## **19. WINDING UP**

19.1 The Association may be dissolved or wound up by a special resolution of a special general meeting passed by a three quarters majority of financial Members of the Association present and voting or by proxy. If there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall, by similar resolution, be transferred to some other Association, Corporation or Institution, having similar objects to the Association.

## **20. ANNUAL GENERAL MEETING**

20.1 The Annual General Meeting must be held within a calendar year.

## **21. SECRETARY**

21.1 The Secretary shall be appointed by the National Executive Committee and shall not be a member of the Association. Conditions of employment shall be determined by the National Executive Committee.

- 21.2 Conditions of employment shall be determined by the national Executive Committee.
- 21.3 The Secretary shall act under the general direction of the National Executive Committee.
- 21.4 The Secretary shall keep proper minutes of all meetings and records of all formal activities of the Association including the National Executive Committee.
- 21.5 The Secretary shall have custody of all Association records.
- 21.6 In accordance with the Act Secretary shall be the Public Officer of Prime Sam Breeders' Society of Australia Inc.
- 21.7 The Secretary shall issue all notices of all meetings of the Association.

Constitution as passed May 2010