

AUSTRALASIAN ALPACA BREEDERS ASSOCIATION INC.
RULES

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PART 1 - PRELIMINARY

1 Definitions

- (1) In these rules:
 - “Director-General”** means the Director-General of the Department of Fair Trading.
 - “ordinary member”** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2).
 - “secretary”** means:
 - a) the person holding office under these rules as secretary of the association, or
 - b) if no such person holds that office—the public officer of the association.
 - “special general meeting”** means a general meeting of the association other than an annual general meeting.
 - “the Act”** means the *Associations Incorporation Act 1984*.
 - “the Regulation”** means the *Associations Incorporation Regulation 1999*.
- (2) In these rules:
 - (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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (4) The name of the incorporated association is the Australasian Alpaca Breeders Association Inc.
- (5) These rules:
 - (a) repeal the rules of the association approved by the Director-General on 8 September 2005, and
 - (b) come into force on submission to the Director-General.
- (6) All transactions commenced and decisions made pursuant to the repealed rules are valid for the purpose of these rules.
- (7) In these rules, subject to rule 1 (1):
 - “AABA”** means the Australasian Alpaca Breeders Association Inc.
 - “AAR”** means the Australasian Alpaca Register.
 - “agent”** means organisation’s agent.
 - “associate”** means associate member.
 - “associate member”** means the person optionally nominated by an individual member as being associated with that member.
 - “committee”**, unless context suggests otherwise, means national committee.
 - “in writing”** can mean by email.
 - “individual member”** means a member who is a natural person.
 - “organisational member”** means a member which is an organisation.
 - “organisation’s agent”** means the person nominated by the organisation to act on its behalf.
 - “member”** means member of the association.
 - “member of the branch”** means member of the association who is affiliated with the branch.
 - “national committee”** means the committee of management of the association.
 - “person”** can mean “organisation” if context requires.
 - “branch”** means a division of the association.
 - “branch committee”** means the committee of management of a branch of the association.
 - “review committee”** means the committee of review of the association.
- (8) Explanatory notes and table of contents do not form part of these rules.

PART 2 - MEMBERSHIP

2 Membership qualifications

A person or organisation is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
- (b) the person is a natural person:

- (i) who has been nominated for membership of the association as provided by rule 3, and
- (ii) who has been approved for membership of the association by the committee of the association, and
- (iii) who has, in the opinion of the committee, an obvious interest of any sort in alpaca, whether commercial or not, and
- (iv) who is legally adult; or
- (c) the organisation:
 - (i) is a company registered under the Commonwealth *Corporations Act 2001*, or is a recognised educational, research or benevolent institution, and
 - (ii) has been nominated for membership of the association as provided by rule 3, and
 - (iii) has nominated a natural person as its agent, and
 - (iv) has been approved for membership of the association by the committee of the association, and
 - (v) has, in the opinion of the committee, an obvious interest of any sort in alpaca, whether commercial or not.

3 Nomination for membership

- (1) A nomination of a person or organisation 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 these rules, and
 - (b) must be lodged with the secretary of the association, and
 - (c) must be accompanied by the appropriate entrance fee and annual subscription for the year ending 30 June;
 - (d) there is nothing in this clause which precludes:
 - (i) a nominee from filling in parts of the form referred to in paragraph (a), or
 - (ii) the secretary from proposing the nomination, or
 - (iii) the president from seconding the nomination.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination. Reasonable grounds for rejection include but are not limited to the following:
 - (a) the nominee has previously been expelled from the association,
 - (b) the nominee is an undischarged bankrupt or has been declared insolvent,
 - (c) the nominee has been convicted of, in the opinion of the committee, a sufficiently grave offence,
 - (d) the nominee is, in the opinion of the committee, not a fit and proper person.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee rejected the nomination, refund promptly any monies received from the nominee in support of the nomination.
- (4) The secretary must, on approval of the nomination, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (5) An associate member is a member of the association and has the same rights and responsibilities as an individual member except:
 - (a) an associate member cannot vote, and
 - (b) an associate member cannot hold any office, and
 - (c) an associate member has the same financial membership status as the individual member of whom he or she is an associate.
- (6) An organisational member is a member of the association and has the same rights and responsibilities as an individual member, except an organisational member has all its rights exercised on its behalf by its nominated agent. If for any reason the agent ceases to be agent, a new agent is to be nominated promptly and the secretary is to be informed promptly.
- (7) An organisation's agent is a member of the association and has the same rights and responsibilities as an individual member except:

- (a) an organisation's agent cannot vote, except on behalf of the organisation for which he or she is agent, and
- (b) an organisation's agent cannot hold any office, except on behalf of the organisation for which he or she is agent, and
- (c) an organisation's agent can exercise on its behalf the rights of the organisation for which he or she is agent, and
- (d) an organisation's agent has the same financial membership status as the organisation for which he or she is agent.

4 Cessation of membership

A person or organisation ceases to be a member of the association if the person or organisation:

- (a)
 - (i) if a person, dies, or
 - (ii) if an organisation, is wound up, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay annual subscription by 31 July.

5 Membership entitlements not transferable

A right, privilege or obligation which a person or organisation has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person or organisation, and
- (b) terminates on cessation of the person's or organisation's membership.

6 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership 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.
- (3) If a member of the association ceases to be a member under clause (2), 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.

7 Register of members

- (1) The public officer of the association, or a person or persons or an organisation appointed by the committee, must establish and maintain a register of members of the association specifying the name and address of each person or organisation who is a member of the association together with the date on which the person or organisation became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), 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.

9 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 rule 8.

10 Resolution of internal disputes

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with:

- (a) if the aggrieved member lives in NSW, the *Community Justice Centres Act 1983*, or
- (b) if the aggrieved member lives elsewhere, equivalent legislation, if any, in that other jurisdiction.

At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a 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 14 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.
- (3) 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.
- (4) If the committee expels or suspends a member, the secretary must, within 7 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 rule 12.
- (5) 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 rule 12 (5),whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 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):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE NATIONAL COMMITTEE

13 Powers of the national committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (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 these rules 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, including those in Schedule 2 and Schedule 3.

14 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) 5 ordinary members,each of whom is to be elected at the annual general meeting of the association under rule 15, and
 - (c) a maximum of 1 ordinary member appointed under rule 15 (7).
- (2) The office-bearers of the association are to be:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer, and
 - (d) the secretary.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) Each member of the committee must be a financial member of the association who satisfies rule 2 (b) and be permanently resident in Australia.
- (5) 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (6) During the term of a committee, a maximum of two casual vacancies may be filled under clause (5). Any subsequent casual vacancies may be filled only by resolution in general meeting.
- (7) No member of the committee may serve more than three consecutive terms on the committee.
- (8) Clause (7) does not preclude a member of the committee from serving more than three terms on the committee.
- (9)
 - (a) A candidate for or member of the review committee may not be nominated for or appointed to a position on the national committee.
 - (b) A former member of the review committee may not be nominated for or appointed to a position on the national committee, unless at the time of nomination or appointment:
 - (i) the national committee includes no former member of the review committee, and
 - (ii) a minimum of two calendar years has elapsed since the former member of the review committee resigned his or her position on the review committee.
- (10) A person who shares with a candidate for or member of the national committee:
 - (a) an interest in an alpaca stud, or
 - (b) a business relationship, or
 - (c) a spousal or other domestic relationshipmay not be nominated for or appointed to a position on the national committee.
- (11) Subject to clause (12), a committee member is not to be paid for their service as a committee member.
- (12) A committee member:
 - (a) may be reimbursed for reasonable expenses, including travel and excluding alcoholic beverages, for which receipts are provided to the treasurer, or

- (b) being the treasurer or the secretary, may by resolution in annual general meeting be awarded an honorarium:
 - (i) if the quality of performance of their duty for a whole financial year merits it, and
 - (ii) if, after the satisfaction or the making of provision for the satisfaction of all debts and liabilities of the association, funds are available.

15 Election of members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (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 56 days and at most 70 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.
- (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 members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct, and may be conducted under rule 58.
- (7) If, but only if, the incoming committee includes no members of the outgoing committee, the incoming committee may, subject to rule 14, appoint one member of the outgoing committee (whether office-bearer or ordinary member) as an ordinary member of the incoming committee.

16 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,
 - (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.
- (4) The secretary must disseminate promptly to branch secretaries copies of signed minutes referred to in clause (3):
 - (a) electronic copies may optionally include a digital signature but otherwise must be true and accurate copies of the original documents,
 - (b) in this clause, “disseminate” can mean posted or emailed notice that a document has been posted on the association’s website.

17 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.

18 Casual vacancies

For the purposes of these rules, 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 rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19 Removal of member

- (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 clause (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.

20 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. In this clause, meetings held on or before 30 June 2007 may be conducted remotely via telephonic, electronic or other means as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee, and may be conducted remotely via telephonic, electronic or other means as the committee may determine.
- (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 clause (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.

21 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 rule 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 section 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 rule, 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 rule 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 rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22 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 rule 20 (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

23 Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

24 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, 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 national committee and from the review committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect:
 - (i) office-bearers of the association and ordinary members of the national committee, and
 - (ii) ordinary members of the review committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act, and which has been examined by an independent and properly qualified auditor,
 - (e) to receive and consider the report of the auditor.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 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 1 month 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 clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

26 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 14 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 clause (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 rule 24 (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.
- (5) Subject to rule 27 (2), the secretary is to include in the notice convening a general meeting:
 - (a) the total number of members as at the date of the notice, and
 - (b) the number of members present in person which will constitute a quorum for the meeting.

27 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five per cent of the total number of members, as at the date of notice of meeting, present in person (being members entitled under these rules 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) is to constitute a quorum.

28 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.

29 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 clauses (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.

30 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

32 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies, with the exception of the chairperson of the meeting who may hold more than 5 proxies and who is to make these proxies available for inspection to members at the meeting.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) An associate member is not entitled to vote.
- (6) An organisational member is entitled to vote, and its vote is to be cast by its agent.

- (7) An organisation's agent is not entitled to vote, except to cast the vote of the organisation for which he or she is agent.

33 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 2 business days before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

PART 5 - THE REVIEW COMMITTEE

34 Definitions

In this part:

"committee" means the review committee.

"decision" means decision or action.

"president" means the national president.

"secretary" means the national secretary.

"treasurer" means the national treasurer.

35 Powers of the review committee

The review committee is to be called the committee of review of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) can decide whether or not a decision of the national committee or of a branch committee complies with the Act, the Regulation, these rules, any regulation made and promulgated under these rules, and any resolution passed in general meeting by the association or by a branch
- (b) can initiate a review of a decision of the national committee or a branch committee:
- (i) on written request from two members of the association,
 - (ii) on written request from a branch committee or the national committee, including requests from a committee to review a decision it has itself made,
 - (iii) on resolution in general meeting of the association or a branch
- and, subject to guidelines approved by resolution in general meeting of the association, is to report its findings
- (c) subject to guidelines approved by resolution in general meeting of the association, can censure or discipline a member of the national committee or of a branch committee and is to report such action to members
- (d) can make and promulgate non-binding guidelines on the interpretation and application of the rules and regulations of the association
- (e) can make available to members and committees documents that it creates
- (f) where a decision or finding is made in the absence of at least one member of the review committee, is to include in the decision or finding a notice to that effect and the names of the members present
- (g) in performance of its functions is entitled to require a copy of records, books and other documents of the association that under these rules could be withheld from a member
- (h) is not to supply to a member records, books and other documents of the association obtained under paragraph (g).

36 Constitution and membership

- (1) The review committee is to consist of 3 ordinary members, each of whom is to be elected at the annual general meeting of the association under rule 37. The ordinary members will appoint one ordinary member as chairperson at the first meeting of the review committee:
- (a) after the annual general meeting at which the review committee was elected, or
 - (b) after the position of chairperson is vacated.
- (2) Each member of the review committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (3) Each member of the review committee need not be a financial member of the association but must otherwise satisfy rule 2 (b) and must be permanently resident in Australia.

- (4) In the event of a casual vacancy occurring in the membership of the review committee, the review committee may appoint a person who satisfies clause (3) to fill the vacancy and the person so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) During the term of a review committee, a maximum of one casual vacancy may be filled under clause (4). Any subsequent vacancies may be filled only by resolution in general meeting.
- (6) No member of the review committee may serve more than three consecutive terms on the review committee.
- (7) Clause (6) does not preclude a member of the review committee from serving more than three terms on the review committee.
- (8)
 - (a) A candidate for or member of the national committee may not be nominated for or appointed to a position on the review committee.
 - (b) A former member of the national committee may not be nominated for or appointed to a position on the review committee, unless at the time of nomination or appointment:
 - (i) the review committee includes no former member of the national committee, and
 - (ii) a minimum of two calendar years has elapsed since the former member of the national committee resigned his or her position on the national committee.
- (9) A person who shares with a candidate for or member of the review committee:
 - (a) an interest in an alpaca stud, or
 - (b) a business relationship, or
 - (c) a spousal or other domestic relationship
 may not be nominated for or appointed to a position on the review committee.
- (10) Subject to clause (11), a review committee member is not to be paid for their service as a review committee member.
- (11) A review committee member may be reimbursed for reasonable expenses, including travel and excluding alcoholic beverages, for which receipts are provided to the treasurer.

37 Election of members

- (1) Nominations of candidates for election as members of the review committee:
 - (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 56 days and at most 70 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.
- (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 members of the review committee is to be conducted at the annual general meeting in such usual and proper manner as the national committee may direct, and may be conducted under rule 58.

38 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the review committee occurs if the member:

- (a) dies, or
- (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (c) resigns office by notice in writing given to the secretary, or
- (d) is removed from office under rule 39, or
- (e) becomes a mentally incapacitated person, or

- (f) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

39 Removal of member

- (1) The association in general meeting may by resolution remove any member of the review 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 review committee to whom a proposed resolution referred to in clause (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.

40 Meetings and quorum

- (1) The review committee must meet at least 3 times in each period of 12 months at such place and time as the review committee may determine.
- (2) Additional meetings of the review committee may be convened by the chairperson or by any member of the review committee.
- (3) Oral or written notice of a meeting of the review committee must be given by the chairperson to each member of the review committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the review committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 2 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 review committee, the chairperson or, in the chairperson's absence, the mutually agreed member of the review committee, is to preside.

41 Delegation by review committee to sub-committee

- (1) The review 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 review 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 review 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 rule 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 section 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 rule, the review 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 rule has the same force and effect as it would have if it had been done or suffered by the review committee.
- (6) The review committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

42 Voting and decisions

- (1) Questions arising at a meeting of the review committee or of any sub-committee appointed by the review committee are to be determined by a majority of the votes of members of the review committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the review committee or of any sub-committee appointed by the review 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 rule 40 (5), the review committee may act despite any vacancy on the review committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the review committee or by a sub-committee appointed by the review committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the review committee or sub-committee.

PART 6 - BRANCHES

43 Definitions

In this part:

“committee” means branch committee.

“general meeting” means branch general meeting.

“president” means branch president.

“vice-president” means branch vice-president.

“treasurer” means branch treasurer.

“secretary” means branch secretary.

44 Branches

- (1) A branch of the association (“branch”):
 - (a) is to comprise some number of members of the association who choose to declare their affiliation with that branch, and
 - (b) is to be managed by the committee of management of the branch (“branch committee”).
- (2) There is no minimum number of branches of the association. There may exist no branches.
- (3) The maximum number of branches in the association is the number passed, if any, by special resolution in general meeting of the association.
- (4) The committee of management may approve a branch where a group of members of the association have proposed that branch by:
 - (a) firstly, convening a meeting at which:
 - (i) a provisional branch committee is elected, and
 - (ii) a resolution is passed identifying the recommended name of the provisional branch, and
 - (iii) a resolution is passed forming the provisional branch
 - (b) secondly, having the provisional branch committee inform the national secretary of:
 - (i) the resolutions passed at the meeting, and
 - (ii) the names of the members of the provisional branch committee, and
 - (iii) the names of the members affiliated with the provisional branch
 - (c) the national committee is to consider the recommendations of the provisional branch and confirm the establishment of the new branch in terms not necessarily identical to the recommendations, having regard to the interests of the association
 - (d) the name of the new branch is to indicate to prospective members the general geographical location of the branch.
- (5) A branch may be dissolved:
 - (a)
 - (i) by special resolution in general meeting of the branch, and
 - (ii) by notifying in writing the national secretary of the special resolution, or
 - (b) by petition to the national committee by three-quarters of the members of the branch.

45 Affiliation

- (1) A member of the association may be affiliated with no branches or with one branch.
- (2) A member may change their affiliation by notifying the national secretary.
- (3) On joining the association, a member is to notify the national secretary, within 60 days of joining, of the branch with which they wish to affiliate, if any.
- (4) The national secretary is to notify promptly branch secretaries (if any) of names of members whose affiliation has changed.

46 Funds

On a date no earlier than 1 July and no later than 28 days prior to the date set down for the association's annual general meeting, the branch is to convene a general meeting at which the members will receive and consider a statement of the funds of the branch to be incorporated into the statement to be submitted by the association in accordance with the Act.

47 Powers of the branch committee

- (1) The committee is to be called the committee of management of the branch and, subject to the Act, the Regulation and these rules and to any resolution passed by the association or by the branch in general meeting:
 - (a) is to control and manage the affairs of the branch, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association or by the national committee, and
 - (a) 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 branch.
- (2) The branch committee:
 - (a) is to manage alpaca-related affairs of the branch in the best interests of members in that branch, and in accordance with:
 - (i) subject to subparagraph (ii), decisions of branch general meetings, and
 - (ii) subject to subparagraph (iii), decisions of national general meetings and of the national committee, and
 - (iii) these rules, and regulations or codes made under rule 57.
 - (b) subject to paragraph (c), is to develop and implement branch policies
 - (c) in the branch, is to implement association policies
 - (d) is to liaise with other branch committees and the national committee for the furtherance of the best interests of the members in the branch
 - (e) subject to these rules and excluding matters reserved for the national committee, may exercise the powers of the association in the performance of its functions in this clause
 - (f) may not impose fees
 - (g) may raise funds, being:
 - (i) funds of the association, and
 - (ii) disposable only by the branch committee or by the branch in general meeting.
- (3) In the case where the branch committee would invite an appropriately skilled person onto a sub-committee but for the fact the person is not a member of the association, the committee may contribute a sum no greater than 75% of joining fee and subscription fee toward the person's first year of membership.

48 Other provisions

The following provisions of branches are to be specified in a regulation in terms reasonably similar to those for the committee of management of the association:

- (a) Constitution and membership
- (b) Election of members
- (c) Office bearers
- (d) Casual vacancies

- (e) Removal of member
- (f) Meetings and quorum
- (g) Delegation by committee to sub-committee
- (h) Voting and decisions
- (i) Annual general meetings—holding of
- (j) Annual general meetings—calling of and business at
- (k) Special general meetings—calling of
- (l) Notice
- (m) Procedure
- (n) Presiding member
- (o) Adjournment
- (p) Making of decisions
- (q) Special resolution
- (r) Voting
- (s) Appointment of proxies

PART 7 - MISCELLANEOUS

49 Insurance

The association may effect and maintain insurance.

50 Funds—source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, fees as prescribed from time to time by the regulations and sources as the committee determines by exercising powers of the association set out in Schedule 2, 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 account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

51 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 any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

52 Alteration of objects and rules

- (1) Subject to clause (2), the statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.
- (2) A motion under clause (1) to alter or rescind an object or a rule must include the original text of the object or rule to be changed as well as the proposed text.

53 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

54 Custody of books

Except as otherwise provided by these rules, 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.

55 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

56 Service of notices

- (1) For the purpose of these rules, 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 address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, 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.

57 Regulations and Codes

- (1) The committee may make and promulgate:
 - (a) regulations not inconsistent with these rules, for:
 - (i) preserving the purity of the alpaca breed, or
 - (ii) co-ordinating the industries based on alpacas and alpaca products, or
 - (iii) managing the association, including regulations for the imposition and collection of fees, charges, rates, levies and the like, or
 - (iv) prescribing forms for the purposes of any matter necessary for giving effect to these rules; and
 - (b) codes of ethics or codes of practice not inconsistent with these rules, for regulating the conduct of members in relation to the alpaca industry.
- (2) Regulations and codes made under clause (1) are promulgated and come into force two weeks after the committee causes members to be sent advice:
 - (a) that the regulation or code has approved by the committee, and
 - (b) which contains the substance or amendment and the distribution of the regulation or code.
- (3) The association may disallow the whole or any provision of a regulation or code made and promulgated under clause (1):
 - (a) except in the case of a provision that imposes a fee, charge, rate or levy, by resolution in general meeting, or
 - (b) in the case of a provision that imposes a fee, charge, rate or levy, by special resolution in general meeting

and disallowance shall have immediate effect; but anything done pursuant to a disallowed regulation or code before it was disallowed shall continue valid.

58 Conduct of postal ballot for office

- (1) Ballots for positions on committees may be conducted by post under this rule.
- (2) The committee shall appoint an independent returning officer to conduct the ballot and direct the returning officer about the voting procedure that is to apply and the closing date for return of valid ballot papers.
- (3) The returning officer shall compile the ballot paper according to the nominations received.
- (4) The returning officer shall distribute to every member:
 - (a) a ballot paper marked in a way that attests to its authenticity, and
 - (b) an envelope bearing the postal address of the returning officer and marked "ballot paper", and

- (c) instructions to guide the member in casting the ballot and lodging it with the returning officer.
- (5) The returning officer shall deliver each envelope containing a ballot to the general meeting at which the result of the ballot is to be announced.
- (6) At the general meeting at which the result of the ballot is to be announced, two scrutineers appointed by the meeting, who may be members entitled to vote but who are not candidates for office, shall:
 - (a) open every envelope, and
 - (b) tally the ballots, and
 - (c) compile a list showing the votes cast for every candidate, and
 - (d) deliver that list in a sealed envelope to the chairperson of the general meeting;
 and members may be allowed to observe the proceedings in this clause.
- (7) The chairperson shall not open the sealed envelope until the agenda item relating to the ballot is reached, at which time the chairperson:
 - (a) shall announce the number of votes cast for each candidate, and
 - (b) after satisfying himself or herself that the list is authentic, shall declare the result of the ballot accordingly.
- (8) The returning officer shall retain the ballot papers for not less than 20 working days after the result of the ballot is announced and dispose of them thereafter in accordance with a direction from the committee.
- (9) At the first convenient opportunity it shall be the duty of the secretary to inform all members (national or branch according to the election) in writing of the results announced by the chairperson.
- (10) In branch elections for office holders, the branch secretary shall inform the national secretary of the results of the election.

59 Interest

- (1) In this rule:
 - “committee”** means the national committee or the review committee.
 - “candidate’s associates”** means immediate family, business partners, associate members associated with the candidate, and organisational members for which the candidate is agent.
 - “immediate family”** means spouse, de facto spouse, domestic partner, children, parents and siblings.
- (2) A candidate for a position on a committee is to declare on their nomination form:
 - (a) names, herd prefixes and herd codes of alpaca studs in which the candidate or the candidate’s associates have an interest, and
 - (b) import and export licences in which the candidate or the candidate’s associates have an interest, including on the nomination form such details as dates of issue, dates of expiry, names of countries, numbers of alpacas; and
 - (c) names of members or non-members with whom the candidate or the candidate’s associates has or have an agreement to receive consideration in return for introducing prospective buyers of alpacas.
- (3) A committee member whose interests change from those declared under clause (2) is to notify the secretary promptly in writing of the details of change, and:
 - (a) in the case of the national committee, the secretary is to add the notification to the business of the next meeting of the committee,
 - (b) in the case of the review committee, the secretary is forward the notification promptly to the chairperson of the review committee, and the chairperson is to add the notification to the business of the next meeting of the committee.
- (4) If when a committee is considering an item of business, a member of the committee has an interest in the item which is different from that of any other member of the association:
 - (a) the member is not to vote on that item, and
 - (b) if the member is the chairperson, the committee is to appoint a disinterested member of the committee as chairperson while that item is being considered.

PART 8 - APPENDICES

Appendix 1 - Form A (Application For Membership Of Association)

(Rule 3 (1))

[ASSOCIATION LOGO]
APPLICATION FOR MEMBERSHIP
of Australasian Alpaca Breeders Association Inc.
 (incorporated under the *Associations Incorporation Act 1984*)

..... (family name, or organisation name, of applicant)	..... (family name of applicant's associate)
..... (given name(s) of applicant, or full name of organisation's agent)	..... (given name(s) of applicant's associate)
..... (email address of applicant)	..... (email address of applicant's associate)
..... (website address <i>aka</i> URL)	.....
..... (postal address) (postcode)	..... (farm address) (postcode)
..... (home phone) (business phone)	..... (facsimile) (mobile phone)
..... (Property Identification Code)	..... (name of alpaca stud/farm)
..... (AABA branch with which applicant wishes to affiliate, if any)	..... (requested Herd Code) (requested Herd Prefix)

I currently own:

Alpaca (huacaya):	..... breeding females	..... stud males	..... wethers
Alpaca (suri):	..... breeding females	..... stud males	..... wethers
Llama/Guanaco:	..... breeding females (number)	..... stud males (number)	..... wethers (number)

My animals are also registered with
 (other organisations, if any)

In addition to email, I wish to receive my official correspondence by post (**Postal Fee applies**): Yes / No (*circle one*)

I have paid \$...... by: Cheque / EFT (*circle one*)
 (EFT date of payment) (EFT transaction ref. – use initial and last name)
 Electronic Funds Transfer payments to Australasian Alpaca Breeders Association Inc.
 Commonwealth Bank BSB 062 603 a/c 1034 7975

I/We (strike out one) hereby apply to become a member of the Australasian Alpaca Breeders Association. In the event of my/our admission as member, I/we agree to be bound by the rules of the association for the time being in force. I/we forward herewith my/our joining fee and annual subscription, and if applicable, my/our postal fee. I/we indemnify absolutely the association in respect of a decision to refuse this application.

I wish to have my contact details excluded from membership lists, directories and similar electronic media: Yes / No (*circle one*)

..... Signature of applicant (or agent if applicant is an organisation) Signature of associate (if applicable) Date
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This section need not necessarily be filled in by the applicant

We, being members of the association, nominate and second the nomination of the applicant for membership of the association.

..... Full name of proposer (possibly secretary)	..... Signature of proposer	..... Date
..... Full name of seconder (possibly president)	..... Signature of seconder	..... Date

OFFICE USE ONLY

Date application received:	<i>Initials:</i>	Date considered:	Decision: G / R	<i>Initials:</i>
Joining fee received: \$	<i>Initials:</i>	Date applicant notified:		<i>Initials:</i>
Subscription received: \$	<i>Initials:</i>	Date refusal refunded:	Amount: \$	<i>Initials:</i>
Postal fee received: \$	<i>Initials:</i>	Date register of members updated:		<i>Initials:</i>

ADMIN COMPLETE: Signed Date

Appendix 2 - Form B (Appointment of Proxy)

(Rule 33 (2))

[ASSOCIATION LOGO]
APPOINTMENT OF PROXY

I,
(full name)

of
(full address)

being a member of the **Australasian Alpaca Breeders Association Inc**, hereby

appoint

(A) the chairperson of the general meeting (circle if you wish to appoint the chairperson)

OR

(B)
(full name of proxy)

of
(full address)

being a member of that incorporated association and being entitled to vote,

as my proxy to vote for me on my behalf at the general meeting (annual general meeting or special general meeting, as the case may be) of the association*/branch of the association* (**delete that which is not applicable*) to be held on the day of (month) (year) and at any adjournment of that meeting.

If (A) and (B) above are both selected, (B) will apply (that is, the named proxy will vote).

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution/s (*insert details*):

.....
Signature of member appointing proxy Date

NOTE: A proxy vote may not be given to a person who is not a financial member of the association.

SCHEDULE 1 - OBJECTS OF THE ASSOCIATION

The objects of the association are:

- (a) to bring together people interested in alpacas and all other camelids – including Guanaco, Llama and Camel (“lama”) – for the purpose of breeding, fleece production and uses of camelid fleece
- (b) to promote and advance for enjoyment and profit, the breeding and husbandry of alpacas, the purity of the alpaca breed, the manufacture and marketing of alpaca products, the industries associated with those activities, and members’ interests generally
- (c) to foster and promote a viable alpaca and lama industry around the world
- (d) to promote public awareness and appreciation of the alpaca and lama
- (e) to liaise with animal organisations and government, statutory and allied industry bodies in Australia and overseas on matters affecting members’ alpaca-related activities
- (f) to educate the membership on the care and breeding of the alpaca and lama, and encourage practices based upon, but not limited to, herd health, overall soundness and fleece production
- (g) to obtain information on all aspects of the alpaca industry for dissemination to those engaged or interested in the industry
- (h) to encourage innovation in the use of alpaca and lama fibre by industry and those with craft interest
- (i) to maintain a world standard register and studbook via online electronic database
- (j) to represent our members with truth and integrity
- (k) to establish codes of ethics in respect of members’ alpaca-related activities and to enforce those codes
- (l) to conduct (alone or in co-operation with other companies, agricultural societies or associations) field days, shows, exhibitions, competitions, sales and seminars dealing with alpacas and alpaca products
- (m) to advance the association financially and in public esteem
- (n) to encourage and promote ventures and research of benefit to the alpaca industry
- (o) to lead other organisations by example in assisting members to plant trees on their properties
- (p) to promote environmentally sustainable practice

SCHEDULE 2 – POWERS OF THE ASSOCIATION

Solely for the purpose of carrying out the objects in Schedule 1 and not otherwise, the powers of the association shall be, but are not limited to, the following:

- (a) to hold or arrange competitions and provide or contribute toward the provision of prizes, awards, trophies and other acknowledgments of excellence in connection therewith, provided that no member of the association shall receive any prize, award or acknowledgment of excellence in the form of a monetary payment from the association except as a successful competitor
- (b) to subscribe to, become a member of, co-operate with, amalgamate with or acquire any other association, whether incorporated or not, which has objects similar to those of the association, provided that the association shall not subscribe to, support with its funds, amalgamate with or acquire any association or organisation which does not prohibit the distribution of its income and property to members to an extent at least as great as that required by rule 51 (1)
- (c) to buy, sell, deal in, offer for hire or operate all kinds of provisions, supplies, apparatus and equipment used in the alpaca and alpaca-related industries
- (d) to purchase, take on lease or in exchange, hire or otherwise acquire any land, building, easement, real or personal property or vehicle necessary for the purposes of, or capable of being used in connection with, any of the objects of the association, provided that if the association takes or holds any property that is or may be subject to any trust, the association shall deal with that property only in a manner allowed by law having regard to those trusts
- (e) to enter into arrangements with any government or authority within or beyond Australia that may be conducive to any of the association's purposes; to obtain from that government or authority any rights, privileges, powers, authorities, concessions or financial assistance which the association considers it desirable to seek and obtain to the benefit of the association or of members; to carry out, exercise or comply with those arrangements, rights, privileges, powers, authorities, concessions or financial assistance; and to expend money obtained from governments or authorities for the purpose for which it has been granted and subject to the conditions of the grant
- (f) to appoint or employ persons as salaried staff or wages employees to perform duties necessary or convenient for the purposes of the association; to promote, move, transfer, demote, suspend or dismiss those persons; to determine their remuneration and conditions of service
- (g) to determine the amounts of pensions, superannuation or other benefits for staff and employees in the event of their sickness, retirement, death or resignation; to subscribe to any funds established or engaged to provide for payment of those amounts
- (h) to construct, improve, maintain, develop, work, manage, alter or control any buildings, grounds, works or conveniences that are necessary or desirable for furthering the association's interests and to contribute to, subsidise or otherwise assist or take part in that construction, improvement, maintenance, development, work, management, alteration or control
- (i) to invest and deal with the money of the association not immediately required, in the manner the national committee thinks fit
- (j) to borrow or raise or secure the payment of money in whatever manner the association may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property (both present or future) and to purchase, redeem or pay off such securities
- (k) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other transferable or negotiable instruments
- (l) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association
- (m) to take and hold mortgages, liens and charges for securing the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of any kind whatsoever sold by the association or any money due to the association from purchases and others
- (n) to take any gift of property, whether or not subject to any special trust, for any of the objects of the association but subject always to the proviso in paragraph (d)
- (o) to take whatever action the association may from time to time deem expedient for procuring contributions to the funds of the association

- (p) to make and publish material in any form or medium for promoting and advancing the purposes of the association
- (q) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities or engagements of any company, society, institution or association with which the association is authorised to amalgamate
- (r) to transfer all or any part of the property, assets, liabilities or engagements of the association to any society, institution or association with which the association is authorised to amalgamate
- (s) to establish, create, amalgamate, break up, alter and dissolve branches of the association and make rules for the governance of the association applying uniformly in all branches
- (t) to fund research into aspects of alpacas and alpaca-related industries; to apply to government agencies, quasi- and non-governmental organisations, private foundations and individuals for grants of funds to undertake research of that kind; to enter into agreements with those agencies, organisations, foundations or individuals about the provision, expenditure and accounting of granted funds; and to engage learned institutions or expert companies, individuals or agencies to undertake research projects so funded
- (u) to publish research studies of aspects of alpacas and alpaca-related industries
- (v) to make and enforce regulations for the keeping of the register of alpacas and dealing with disputes in relation to the register
- (w) to make and enforce regulations for the keeping of the alpaca stud-book, eligibility of alpacas for entry in it, practices to be followed in offering the breeding services of alpacas for a fee and dealing with disputes in relation to the stud-book
- (x) to determine, impose and collect joining and annual membership fees, sale levies, research levies and charges for services provided by the association
- (y) to impose and collect or enforce monetary or administrative penalties from or against a member found on the balance of probabilities (the onus of establishing which shall lie on the complainant) to have contravened, to the detriment of another member, a provision of a code made pursuant to the objects of the association or a regulation made in exercise of these powers, being a provision that authorises the association to impose the penalty; to appoint tribunals comprising members and other persons with suitable qualifications to enquire into such complaints and report thereon to the review committee or the national committee provided that:
 - (i) no hearing of a complaint made under a code, a regulation or a rule of the association shall commence until all judicial proceedings in respect of the events comprising the contravention have been heard and determined
 - (ii) no monetary penalty collected under this paragraph shall be paid to any complainant who is a member
- (z) to apply for, take up, hold, buy, sell, give as security and receive the benefits of shares in companies or cooperatives formed to manufacture or trade in alpaca products or to trade in alpacas; to nominate members of the association for election to the boards of those companies or cooperatives, to vote for those nominees and to direct members representing the association on those Boards as to the manner in which they are to vote on particular questions
- (aa) upon recommendation of the national committee to confer honorary life membership in the association on a member who has given especially meritorious service to the association over a period of years, provided that the number of honorary life members at any time shall not exceed half of one percent (rounded up to the next whole number) of the number of members of the association
- (ab) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged provided that the association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if a purpose of the association would make it an industrial organisation within the meaning of the *Industrial Relations Act 1996*
- (ac) to take such action as may be necessary or appropriate to bring the association within the purview of the Corporations Law of the Commonwealth
- (ad) to make and enforce regulations for the keeping and the inspection of the records, books and other documents of the association and dealing with disputes in relation to the records, books and other documents of the association
- (ae) to make and enforce regulations for the recording and management of interest within the association and dealing with disputes in relation to the recording and management of interest
- (af) to make and enforce regulations for other purposes related to the objects of the association and dealing with disputes in relation to the purposes for which the regulations were made

SCHEDULE 3 - MATTERS RESERVED FOR THE NATIONAL COMMITTEE

The matters listed hereunder are reserved to the national committee for action on behalf of the association:

- (a) Financial policy and administration
- (b) Ethics
- (c) Discipline
- (d) Registration of animals
- (e) Stud Book
- (f) Animal standards
- (g) Relationships with Governments
- (h) Research and Development
- (i) Public relations policy
- (j) Fibre policy
- (k) Import and export protocols
- (l) Policy for marketing of animals and of fibre
- (m) Policy regarding the education of members in alpaca-related matters
- (n) Head Office administration
- (o) Fees and Charges not prescribed in the Rules
- (p) Grievance procedures
- (q) Matters related to or covered by regulations made under these rules