

**South Devon Cattle Society**  
*of Australia Inc.*

# **CONSTITUTION**

**AMENDED DECEMBER 2016**

Note: The Constitution means the Rules which may, from time to time, be amended by addition, alteration or deletion pursuant to the provisions contained therein.

## **South Devon Cattle Society of Australia Inc.**

### **Table of Contents**

	Clause	Reference
<b>PP</b>		
<b>2.</b>	1.	Name
	2.	Objects
<b>3.</b>	3.	Power
<b>4.</b>	4.	Income and Property
	5.	Dissolution of Association
	6.	Definitions
<b>6.</b>	7.	Association Structure
	8.	Accounts
	9.	Financial Statements
	10.	Formation of Council
<b>8.</b>	11.	Office Bearers of Council
	12.	Powers of Council
	13.	Meeting of Council
<b>9.</b>	14.	Chairman of Meetings of Council
	15.	Quorum at Council Meetings
	16.	Annual Meeting of Association
<b>10.</b>	17.	Committees of Council
	18.	Acts of Council and of Committee
	19.	South Devon Cross-bred Register
	20.	Membership
<b>11.</b>	21.	Register of Members
	22.	Cessation of Membership
<b>12.</b>	23.	Conduct of Members
<b>13.</b>	24.	Mis-description of Animal
	25.	Associate and Commercial Breeder Members
<b>14.</b>	26.	Fees and Subscriptions
	27.	Notice of Members
<b>15.</b>	28.	Minutes of all Meetings
	29.	Ruling of Chairman
	30.	The Seal
	31.	Constitution Amendments

# **RULES OF THE SOUTH DEVON CATTLE SOCIETY OF AUSTRALIA INCORPORATED**

## **1. NAME**

The name of the Association is “South Devon Cattle Society of Australia Incorporated”.  
**INSERT This incorporation is under the Association Incorporation Act 1985 (SA).**

## **2. OBJECTS**

The objects of the Association are as follows:

- (a)** To encourage the breeding of South Devon cattle and to develop promote and maintain their purity and their popularity.
- (b)** To encourage and facilitate both the importation and exportation of semen and embryos collected from South Devon cattle registered in any Herd Book approved for the purpose of the Association.
- (c)** To collect, verify and publish information relating to South Devon Cattle.
- (d)** To maintain a current and accessible data base of all Herd Book registered South Devon cattle in Australia.
- (e)** To prescribe a required breed type and characteristics of South Devon cattle.
- (f)** To provide for and to regulate the insemination and/or embryo transplants of females and to encourage the breeding up of animals derived from crossing to a degree and to a standard where they become acceptable as pure bred South Devon in accordance with such regulations as the Association may from time to time prescribe.
- (g)** To publicise and promote the breeding, development, exhibition and sale of South Devon cattle.
- (h)** To prescribe regulations for the purpose of regulating and controlling the affairs of the Association and without prejudice to the generality of the foregoing to make regulations as to the compilation and maintenance of the Herd Book and of a calf register, the conduct of members, the branding, tattooing and marking of South Devon cattle, the standard required from time to time in type, formation and breeding of South Devon cattle, and their required qualification for entry in the calf register and/or for registration in the Herd Book.
  - (i)** **(i)** To collect, record and publish information and facts relating to the origin, history, development and maintenance of The South Devon breed.
  - (ii)** To implement the performance testing on a voluntary basis of South Devon cattle throughout Australia both for individual and collective tests and to assist in formulating rules to be used in taking such tests and also preserve data of tests.

- (j) To make contribution to any newspaper, journal or other publication and to advertise and publicise South Devon cattle and South Devon cross cattle.
- (k) To conduct exhibitions and/or Shows of South Devon and other cattle.
- (l) To allow any Show to be conducted under the patronage of the Association but subject to and upon such conditions as the Association may think fit.
- (m) To offer prizes and make awards at any Show and to contribute to the funds of any organiser of a Show at which South Devon cattle are, or are to be exhibited.
- (n) To prepare and maintain lists of persons competent to act as judges at Royal and District Shows respectively and from time to time to alter any such lists either by addition, deletion or otherwise.
- (o) To collaborate with other breed associations, agricultural associations, Government Departments and/or other instrumentalities for the purpose of exhibiting and/or selling cattle.
- (p) To establish relationships with associations having similar objects and with any Association formed to promote the welfare of other breeds and to encourage exchanges of views and information with any other such association particularly any association formed for the welfare of South Devon cattle.
- (q) To do in any part of or throughout Australia all or any things hereinbefore authorised and all such other acts, deeds or things as may reasonably be regarded as are incidental or conducive to the attainment of the above objects.

### **3. POWER**

For the purpose of carrying out its objects the Association may subject to any of its rules to the contrary:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its money:
  - (i) in any security in which trust monies may, by Act of Parliament, be vested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (e) borrow money upon such terms and conditions as the Association thinks fit;

- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

#### **4. INCOME AND PROPERTY**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as herein set forth, and no portion thereof shall be paid or transferred, directly or indirectly, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any member of the Association in return for any service actually rendered to the Association; nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers on overdrawn accounts or reasonable and proper rent for premises demised or let by any member of the Association; nor prevent the gratuitous distribution among or sale at a discount to members of any books or other publications, whether published by the Association or otherwise, relating to all or any of its objects as above set forth; nor prevent any member who may be a successful exhibitor at any exhibition or Show held or promoted by the Association, or to the cost of establishing or holding which the Association may have subscribed out of its income or property, from receiving as such exhibitor any prize, medal or other recognition which may under the regulations affecting the said exhibition or show be awarded to him so that no member of the Council shall be appointed to be any salaried officer of the Association to any member of such council except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, and gratuitous distribution or sale at a discount of any books or other publications whether published by the Association or otherwise relating to all or any of its objects as above set forth, and any prize, medal or other recognition as aforesaid.

#### **5. DISSOLUTION OF ASSOCIATION**

If upon the dissolution of the Association there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institutions or institution having objects similar to the objects of the Association, and which shall prohibit the distribution of its and their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

#### **6. DEFINITIONS**

In the constitution and in the regulations of the Association as from time to time in force the following expressions shall wherever the context shall reasonably permit have the following meanings that is to say:

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

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

“Commonwealth” means each of the States of the Commonwealth of Australia and its external territories.

“The Association” shall mean the South Devon Cattle Society of Australia Incorporated.

“Council” means the Council of the Association.

“Officers of the Association” shall be deemed to include the President, Vice President, Executive Member, Councillors, Secretary and Treasurer.

“Constitution” means these rules as from time to time amended by addition, alteration or deletion pursuant to the provisions hereinafter contained.

“Approved” means approved by the Association.

“Office of the Association” means the Registered Office, for the time being, of the Association.

“Original South Devon” denotes the breed of cattle commonly known as South Devon in the United Kingdom.

“South Devon” denotes the original South Devon but includes an animal containing at least four consecutive crosses of original South Devon blood or the 4<sup>th</sup> cross animal approval and registered by the Association.

“South Devon Cross” denotes an animal which contains less than fifteen sixteenths (15/16) but at least 50% of South Devon blood.

“Service”, “served”, “got by” and “by” respectively in relation to a bull shall be deemed to include insemination and inseminated with semen collected from the bull.

“South Devon Sire” means a bull registered in a Herd Book for South Devon Cattle approved by the Association and includes approved semen collected from the bull.

“The Regulations” means the regulations of the Association as from time to time amended and in force.

“The Secretary” means the Secretary of the Association and where the context reasonably permits shall include the person or each of the persons for the time being exercising the duties and enjoying the privileges normally exercised and enjoyed by the Secretary.

“Member” means any member admitted to membership in accordance with Clause 20 of this Constitution.

“Person” shall be deemed to include individual, firm, Company and Institution.

“Registered” in relation to an animal means that the animal is registered in the Herd Book or the Cross-bred Registry of the Association.

“The Rules” denote the provisions of the Constitution.

## **7. ASSOCIATION STRUCTURE**

- (a)** The Association shall be administered by a Council formed of delegates elected by members. The Council shall be responsible for coordination of all affairs of members and of the breed of South Devon when such affairs affect the common interests of this Association.

## **8. ACCOUNTS**

- (a)** The Council shall open and maintain a banking account in the name of the Association, and such account shall be operated upon by such person or persons and in such manner as the Council shall from time to time determine.
- (b)** All monies received by the Association or by any officer on its behalf shall be forthwith paid without deduction to the credit of the Association’s banking account.
- (c)** The Council shall cause to be kept true accounts of all receipts, credits, payments and liabilities of the Association, and the manner in which its income and expenditure takes place and of all other matters necessary for showing the true financial position of the Association.
- (d)** The books of accounts shall be kept at such place and in such custody as the Council shall think fit.

## **9. FINANCIAL STATEMENTS**

- (a)** The Secretary shall prepare or cause to be prepared prior to the Annual General Meeting a Statement of receipts and expenditure for the financial year under review by such meeting together with a balance sheet showing the assets and liabilities of the Association at the close of such financial year, and the financial statements and the balance sheet shall be certified as correct via an independent financial review.
- (b)** The Secretary shall forward to each member, prior to the Annual General Meeting, a copy of the Balance Sheet and a Statement of Receipts and Disbursements for the financial year to be reviewed at such Annual Meeting.

## **10. FORMATION OF COUNCIL**

### **(a) Number of Councillors**

- (i) The number of Councillors is to be not less than three or more than seven.
- (ii) A Councillor need not be a member of the Association.
- (iii) Councillors shall be elected by members in accordance with this Clause 10.
- (iv) The Councillors shall elect the officers of the Association. The Councillors shall elect those officers with such frequency as the Councillors from time to time determine.

- (v) The Councillors will have power at any time, and from time to time, to appoint any person as a Councillor either to fill a casual vacancy or as an addition to the existing Councillors provided that the total number of Councillors shall not at any time exceed the number fixed in accordance with this Constitution.
- (vi) The members may, by special resolution, remove any Councillor (including an appointed Councillor) from office.

**(b) Change of number of Councillors**

The Association in general meeting may, by resolution, increase the number of Councillors, and may also determine the rotation in which the increased number of councillors is to retire from office.

**(c) Councillors elected at General Meeting**

The Association may, at General Meeting at which a Councillor retires or otherwise vacates office, by resolution fill the vacant office by electing a person to that office.

**(d) Rotation of Councillors**

(i) At each Annual General Meeting one-third (1/3) of the Councillors for the time being, or if their number is not three (3), nor a multiple of three (3), then the number nearest one third (1/3), must retire from office.

(ii) In determining the number of Councillors to retire, account is not to be taken of a Councillor who only holds office until the conclusion of the meeting in accordance with Clause 10 (f).

(iii) The Councillors to retire at any general meeting in accordance with this Clause must be those who have been longest in office since their last election but, as between persons who were last elected as Councillors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

(iv) No Councillor shall retain office for a period in excess of three (3) years without submitting to re-election.

**(e) Re-election and re-appointment of Councillors**

Councillors who are required to retire are entitled to seek re-election and/or re-appointment as Councillors.

**(f) Office held until conclusion of meeting**

A retiring Councillor holds office until the conclusion of the meeting at which that Councillor retires but is eligible for re-election.

**(g) Casual Vacancy or Additional Councillor**

(i) The Councillors may at any time appoint a person to be a Councillor, either to fill a casual vacancy or as an addition to the existing Councillors, provided the total number of Councillors does not exceed the maximum number determined in accordance with Clause 10 (a) 1.

(ii) A Councillor appointed under this Clause shall hold office until the conclusion of the next Annual General Meeting but shall be eligible for election at that meeting.

**(h) Vacation of Office of Councillor**

In addition to the circumstances in which the office of a Councillor becomes vacant under the Association Incorporation Act 1985 (SA), the office of a Councillor shall become vacant if the Councillor:

- (i) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to Mental Health.
- (ii) Resigns from office by notice in writing to the Association.
- (iii) Becomes insolvent or bankrupt or compounds with his creditors or assigns his estate for the benefit of his creditors.

## **11. OFFICE BEARERS OF COUNCIL**

The following office bearers who shall be councillors shall be elected by the Council, that is to say:

- (a) President and Vice President.
- (b) Executive Committee of three (3) comprising the President, the Vice President and one Councillor.
- (c) The Council shall appoint a Secretary, who is not necessarily a member of the Association, who may also act as Treasurer of the Association and who shall be the corresponding and recording officer of the Association and who shall give and to whom shall be given all notices on behalf of the Association and who shall subject to the direction of the Council be entrusted with and carry out the administrative functions of the Association.

## **12. POWERS OF COUNCIL**

Subject to the constitution of the Association, the management of the business and the control of the Association's finances and affairs shall be vested in the Council which may exercise all such powers and do all such things as may be exercised or done by the Association.

## **13. MEETING OF COUNCIL**

- (a) The Council may meet, adjourn and regulate its proceedings when and as it thinks fit. Questions arising at any meeting other than questions of order shall be decided by a majority of votes. In case of equality of voting the Chairman for the time being shall have a second or casting vote.
- (b) Each councillor shall at meetings of the councillors and during their deliberations have an impartial regard to the common interest of the breed and of breeders throughout Australia. It is the duty of all councillors to administer the Association's affairs in the common interest of the breed generally.
- (c) Voting rights at Council meetings shall be one vote per Councillor.
- (d) Fourteen days' notice of all meetings of the Council shall be given to each Councillor.

## **14. CHAIRMAN OF MEETINGS OF COUNCIL**

- (a) The President, or failing him, the Vice-President, or failing him, an ordinary councillor appointed for the purpose by the meeting shall preside as Chairman at each meeting of the Council.
- (b) The ruling of the Chairman of a meeting shall be final in all matters of order and practice.

## **15. QUORUM AT COUNCIL MEETINGS**

The quorum for a meeting of the Council shall be at least half the number, in person, of all Council members.

## **16. ANNUAL MEETING OF ASSOCIATION**

- (a) The Annual General Meeting (AGM) of the Association shall be held at a time determined by Council each year to:
  - (i) Receive a report of the President.
  - (ii) Receive a report of the Secretary.
  - (iii) Receive a Financial Statement.
  - (iv) Announce incoming Office Bearers, when appropriate.
  - (v) Attend to any other business deemed pertinent by the Chairman. All special business must be brought forward in writing not less than 60 days prior to the AGM and shall be circulated to members with the notice convening the meeting.

### **(b) Business with no or insufficient notice.**

The Chairman may in his discretion allow any matter to be brought before the meeting for discussion and may allow any motion to be submitted to the meeting notwithstanding that no notice or insufficient notice of such motion was included in the notice convening the meeting. No resolution passed upon such motion shall be binding as a resolution of the Association but shall serve only as an expression of opinion of those members personally present at the meeting and the Council shall be at liberty to take such action as it thinks fit in the light of the opinion of the meeting so expressed.

### **(c) Quorum of the AGM**

The quorum of an AGM of the Association shall be eight members present in person. If there is no quorum the AGM shall be adjourned to such time and place as the Chairman shall determine and at any such adjournment the meeting may proceed notwithstanding the absence of the quorum so prescribed.

### **(d) Eligibility to vote and proxies**

Only a fully paid-up member shall be entitled to vote.

Written proxies, signed by the nominee of a fully paid-up member shall be accepted. Such proxies must be received at the Association Office by the Secretary not less than 24 hours before the time appointed for the meeting.

## **17. COMMITTEES OF COUNCIL**

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

## **18. ACTS OF COUNCIL AND OF COMMITTEE**

- (a) All acts done at any meeting of the Council or of a Committee shall notwithstanding that it be afterwards discovered that there was defect in the appointment of the Council or Committee, be as valid as if the Council or Committee had been duly qualified and appointed.
- (b) Council at its discretion may pay, or agree to pay, a premium in respect of contract insuring a person who is, or has been, a Councillor of the Association against a liability incurred by the person as a Councillor (during his/her time as a Councillor) provided that the liability does not arise out of conduct involving:
  - (i) A wilful breach of duty in relation to the Association, or
  - (ii) A contravention of the Association Incorporation Act 1985 (SA), and
  - (iii) For costs and expenses incurred by that person in defending proceedings, whether civil or criminal, whatever the outcome.

## **19. SOUTH DEVON CROSS-BRED REGISTER**

- (a) The Council may appoint and engage the services of Inspectors and determine their duties.
- (b) The Council may make regulations:
  - (i) Governing the maintenance of the Appendix to the Herd Book and all matters relating thereto.
  - (ii) Governing the grading up of cattle by the use of sires and dams as hereinbefore recited.
  - (iii) As to all matters relating to the cross-breeding of cattle with cattle containing some South Devon blood.
  - (iv) Prescribing the stage at which and the conditions upon which an animal recorded in the Appendix will become eligible for registration in the Herd Book.

## **20. MEMBERSHIP**

- (a) Any person interested in the breeding of South Devon Cattle may be admitted to membership by the Council pursuant to an application in writing, lodged with the

Secretary and Membership shall be continued by the regular payment of the Annual or Term Membership fee. Persons may also be admitted to membership as Associate Members, Commercial Breeder Members or Junior Members. Associate Members, Commercial Breeder members and Junior Members may attend and shall be entitled to vote at any meeting of the Association.

Junior members must be less than eighteen (18) years of age at the commencement of the financial year and may register stock in the South Devon Herd Book, subsequent to abiding by all Rules and Regulations and payment of all fees.

The Membership fee for each type of Membership shall be determined from time to time by the Council and provided always that the Council may refuse any Membership without assigning any reason therefore.

- (b) A firm, partnership, Company or institution shall have the right to membership in the same manner as an individual provided always that such firm, partnership, Company or institution shall furnish the Secretary with particulars in writing of its representative and of any changes that may from time to time occur in such membership or its representative.
- (c) The representative of a firm, partnership, Company or other institution shall be entitled to receive all notices to which his principal is entitled and to attend and vote at meetings in the name and on behalf of his principal and shall also be entitled to enjoy the membership privileges to which his principal would have been entitled had he been an individual. Conversely, the member and his representative shall each be responsible for the acts and omissions of the member of the representative respectively, and the acts and omissions of the representative, shall be deemed to be those of the member.
- (d) The Council may elect as an Honorary Life Member any person who has brought about any exceptional development in the South Devon breed or in the interests of that breed, and any person so elected shall not be liable to pay any annual membership subscription, but shall be liable for all such fees and other charges which may become normally payable.

## **21. REGISTER OF MEMBERS**

- (a) A register of members shall be kept by the Council in which the name and address of every member shall be recorded, such register being kept in the office of the Association and available to the members for inspection at all reasonable times.
- (b) Each member shall notify the Association of any change of address and every change shall be recorded in the register.

## **22. CESSATION OF MEMBERSHIP**

A member shall cease to be a member of the Association.

- (a) If he shall resign by notice in writing to the Secretary to that effect.
- (b) If he shall die or being a company shall go or be put into liquidation or being a firm shall dissolve.

PROVIDED THAT the Estate of a deceased member may by its personal representative and a Company in liquidation may, by its liquidator, continue as a member of the Association if notice in writing declaring such representative's or such liquidator's wish to do so shall be given by the personal representative or the liquidator as the case may be to the Secretary.

- (c) If he shall become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) If he shall not have paid his subscription within three months of his being called upon by the Secretary so to do, and if the Council shall resolve that such person be no longer a member of the Association.
- (e)
  - (i) If, pursuant to a resolution passed at a meeting of the council pursuant to Clauses 10 and 13 hereof he be requested in writing to resign, and if he shall not have resigned at or before the expiration of ninety days from the posting to him of notice of such resolution.
  - (ii) Being a firm not cease to be a member by resolution only of any change in the constitution of the firm.
  - (iii) Remain liable to pay to the Association all monies owing by him notwithstanding that he has ceased to be a member.

## **23. CONDUCT OF MEMBERS**

- (a) Each member shall strictly observe and act in conformity with and not otherwise than in accordance with the Constitution and the Regulations of the Association.
- (b) If by resolution passed by ballot at a meeting of the Council by a majority of not less than three quarters of the members present and voting at the meeting of the Council shall determine that in the opinion of the Council a member is guilty of a breach of this Clause or of conduct unworthy of a member of the Council may by resolution call upon him to resign from membership of the Association.
- (c) Provided always that the Council shall not declare any member guilty of unethical conduct or declare his membership suspended or call upon him to resign from membership unless such member shall have been given ample opportunity to answer and to refute all charges brought against him and to submit evidence in support of his case.
- (d) Any member who has not tendered his resignation within ninety days of his being called upon to resign his membership shall upon the expiration of the ninety days ipso facto cease to be a member.

## **24. MISDESCRIPTION OF ANIMAL**

- (a) No member or registered owner shall exhibit a registered animal in any Show or exhibition or advertise any animal in any paper, periodical or pamphlet under any but its registered name (including prefix) or as having any tattoo or brand other than its registered tattoo mark and brand.
- (b) No member shall enter an animal for exhibition or competition or present an animal before a judge if the animal has been subjected to any operation materially altering the structure or the natural conformation of any part of the animal's body (including head, legs and tail) whether by introduction of iron, liquids or other substance subcutaneously into any part of the body or any surgical or chemical operation correcting, deleting or minimising defects or changing by exaggeration or otherwise the natural conformation of the animal and any operation intended to do so is prohibited. Any member offending this provision shall be deemed to be guilty of unethical conduct.
- (c) Notwithstanding clause 24(b) all show and exhibition cattle must be dehorned and foot trimming in the last twelve (12) months must be declared at all Association sales.

## **25. ASSOCIATE AND COMMERCIAL BREEDER MEMBERS**

- (a) The Council may admit as either an Associate member or a Commercial Breeder member of the Association any person who does not desire to be or become or is ineligible to become a full member of the Association provided that such Associate member or Commercial Breeder member shall be entitled to vote at any meeting of the Association and (except as otherwise from time to time prescribed by regulation shall be entitled to the ordinary privileges of membership. Associate and Commercial Breeder members shall upon admission to the Associate and Commercial Breeder membership respectively pay such entrance fee and thereafter pay such annual subscription as shall from time to time be determined by Council. The privileges of an Associate Member and a Commercial Breeder Member shall be:
  - (i) The right to attend all functions of the Association including the right to vote at a meeting; and
  - (ii) The right to purchase Herd Books at the prices available to full members seeking the purchase of Herd Books and the right to access the Herd Book registered data base.
- (b) Associate Members and Commercial Breeder Members shall not be permitted to register cattle until admitted to the Association as a full financial member.

## **26. FEES AND SUBSCRIPTIONS**

- (a) Every applicant for membership shall, upon being admitted as a member, pay to the Association such entrance fee (if any) as may from time to time be prescribed by the Council.
- (b) Every member (not being an Honorary Life Member) of the Association shall in respect of each financial year of the Association, pay such subscriptions as the Council may from time to time determine, provided always that the Council may in such circumstances as it thinks fit make a reduction or allowance to any member in respect of the subscription payable by him.
- (c) The Council shall have power to raise levies on all members as agreed by a simple majority of Council.
- (d) Until otherwise determined by the Council each financial year of the Association shall be deemed to commence or to have commenced on the first day of January in each calendar year, and all subscriptions shall be payable annually in advance.
- (e) If a member fails to pay his annual subscription by 30<sup>th</sup> June of the year for which the subscription is applicable:
  - (i) He shall cease to be entitled to enjoy or to exercise any of the privileges of membership until the payment of the subscription is made.
  - (ii) The Council may call upon him by notice in writing to pay the same in full on or before a date to be specified in the notice (not being earlier than thirty days of the giving of such notice) and if the member shall fail to make good his default by payment of the amount owing in full the council may by notice as aforesaid to that effect forthwith terminate his membership.

## **27. NOTICE TO MEMBERS**

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

## **28. MINUTES OF ALL MEETINGS**

Minutes of the proceedings of all meetings of the Association and the Council and every Committee Meeting respectively shall be recorded in the minute book or minute books kept for the purpose, and be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting if such minutes are confirmed at either meeting and signed by Chairman thereof they shall in the absence of proof or error therein, be considered sufficiently evidence of the facts stated therein.

## **29. RULING OF CHAIRMAN**

The ruling of the Chairman of a meeting arranged within the rules of this Constitution shall be final in all matters or order and practice.

## **30. THE SEAL**

- (a)** The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b)** The seal shall not be used without the express authorisation of the Council and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by The Secretary and by one Councillor.
- (c)** The seal shall be kept in the custody of The Secretary or such other person as the Executive Committee may from time to time decide.

## **31. CONSTITUTION AMENDMENTS**

The Constitution may be amended by any member, giving Notice of Motion in writing to the Association Secretary. Upon receipt of such Notice, the Secretary of the Association shall place such Notice on the Agenda for the next Annual General Meeting.

In the event of there not being an Annual General Meeting within two months of the Secretary receiving the Notice, then an Extraordinary General Meeting shall be called within three months from the date of receipt of the Notice to consider the proposed Amendment to the Constitution. The Motion shall be carried by two-thirds of the members present and voting at the meeting.