

**CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
of
DAIRY GOAT SOCIETY OF AUSTRALIA LIMITED**

MOST RECENTLY AMENDED 2022

PRELIMINARY

1. In these presents unless there is something in the subject or context inconsistent therewith:

A reference to the Law or any section or schedule of it is read as though the words "or any statutory modification of it or any statutory provision substituted for it" were added to the reference.

"Articles" means the Articles of Association of the Society for the time being in force.

"Branch Committee" means the committee of a Branch of the Society in any State.

"Branch" means all members of a State in which a branch has been formed, which is approved by the Council.

"Branch Secretary" means the Secretary of the Branch.

"Council" means the Federal Council of the Society made up of the Councillors and is the board of directors of the Society.

"Federal Secretary" means the Secretary of the Society and includes any person appointed to perform the duties of secretary temporarily and any duly appointed assistant secretary.

"Fees" include any moneys payable in respect of any registration, stud prefix, or in respect of any entry of any animal in the records of the Society and include charges made by the Society in respect of any inspection of goats or of the books and records of a member.

"Financial year" has the meaning assigned to it by the Law.

"In writing" or "written" includes printing, lithography, photography and other means of representing or reproducing words in a visible form.

"Joint Membership" means membership in the name of two or more individuals unless it is specifically stated that these two or more individuals constitute a firm or partnership, an affiliated body, a company, a corporation or other legal entity.

"Law" means the Corporations Law including any amendment or re-enactment of it for the time being in force.

"Member" means a person registered in the records of the Society as an ordinary member of the Society and, where the context permits, includes any or all of the other classes of membership.

"Month" means calendar month.

"Office" means the registered office for the time being of the Society.

"Officers" means Officers of the Society and includes the President for the time being of the Council, the members of the Council, the Federal Secretary and Treasurer.

"Persons" where the context permits includes an individual, a group of individuals, a firm or partnership, an affiliated body, a company, a corporation or other legal entity.

"Register" means the register of members to be kept pursuant to the Law.

"Regulations" mean the regulations made by the Council and from time to time in force.

"Resolution" means a resolution other than a special resolution.

"Seal" means the common seal of the Society.

"Society" means Dairy Goat Society of Australia Limited.

"Special resolution" has the meaning assigned to it by the Law.

"State" means a State of the Commonwealth of Australia, a Territory within Australia, and Islands which are recognised as coming within the title of Australia.

The singular number includes the plural number and vice versa. Words importing any gender include the other gender.

Words or expressions contained in these Articles are to be interpreted in accordance with Division 10 of Part 1.2 of the Law as in force at the date at which these Articles become binding on the Society.

MEMBERSHIP

2. The membership of the Society comprises:
 - (a) The subscribers to the Memorandum of Association;
 - (b) those of the members of the unincorporated body referred to in clause 2(a) of the Memorandum of Association as notify their intention to become members of the Society on or before the expiration of three months from the date of incorporation of the Society; and
 - (c) such other persons as a Branch Committee admit to membership from time to time.
3. A register of members must be kept by the Society and must contain the name and address and the registered prefix (if any) of each member. The register of members must be kept at the office of the Society and may be made available by the Federal Secretary to members and non-members on request.

ORDINARY MEMBERS

4. An Ordinary Member is a person accepted as a member of any Branch in accordance with article 10 other than as a Junior Member or Affiliated Body. There is no limit to the number of Ordinary Members.

JUNIOR MEMBERS

5. A Junior Member is any person under the age of 18 years accepted as a member of any Branch in accordance with article 10 and is entitled to all the privileges of membership other than the right to vote at meetings or to be a member of a Branch Committee. Junior Membership is open to full-time students over 18 years of age provided that proof of full-time enrolment as a student is produced. There is no limit to the number of Junior Members.

LIFE MEMBER

6. The Council with or without the recommendation of a Branch Committee may award Life Membership to a member who has rendered outstanding service to the Society. A Life Member is entitled to all the rights and privileges of a member subject to the payment of the prescribed fees other than the annual subscriptions.

HONORARY MEMBER

7. The Council or a Branch Committee may elect as an Honorary Member any person whom it considers to have advanced the interests of the Society or that Branch. An Honorary Member is not entitled to any of the rights and privileges of a member.

DONOR MEMBER

8. Any person not being a member who wishes to contribute to the activities of the Society and who donates to the Society an amount not less than that which is from time to time determined by Council can be appointed a Donor Member. A Donor Member is entitled to attend meetings without voting rights and is entitled to receive "The Australian Goat World", but is not entitled to any other rights or privileges of a member.

AFFILIATED BODY

9. A Body (other than a Body maintained primarily to represent the commercial interests of its members or a Body actively engaged in dairy goat-keeping or breeding) may apply for affiliation (i.e. Branch Membership) in accordance with article 10. The nominee of an Affiliated Body is entitled to all the rights and privileges of a member other than the right to register a Stud Prefix, a Tattoo Brand, to register stock or to transfer stock. An Affiliated Body may appoint a spokesperson at Council in accordance with article 71. The annual subscription payable by an Affiliated Body is the same as that for an Ordinary Member.

MEMBERSHIP APPLICATION

10.
 - (a) Any person interested in the objects of the Society and desiring membership of the Society must make application in writing to the Federal Secretary in the form from time to time prescribed and must pay the annual subscription and any other fees currently applicable.
 - (b) Any firm or partnership, affiliated body, company, corporation or other legal entity seeking membership must specify as its nominee a person who must be recognised by the Society as a member.
 - (c) The Federal Secretary must notify the Branch Committee of the State in which the applicant resides of the application for membership and at its next meeting the Branch Committee must determine whether to accept or to reject the application.
 - (d) The Branch Committee may reject an application for membership but must give the reason or reasons for the rejection.
 - (e) Upon the acceptance or rejection of an application for membership the Branch Secretary must forthwith notify the Federal Secretary who must give the applicant notice in writing of the acceptance or rejection.
 - (f) Subject to the provision of article 101, upon the acceptance of an application for membership the member is possessed of the rights and privileges of membership until the expiry of the then current financial year.
 - (g) Should an application for membership be rejected, the applicant may appeal against the rejection and refer the application to Federal Council, whose decision will be final. An unsuccessful applicant is entitled to a refund of the annual subscription and any other fees paid.

TERMINATION OF MEMBERSHIP

11. A member ceases to be a member of the Society:
 - (a) if he resigns by notice in writing addressed to the Federal Secretary, but continues to remain liable for any moneys owing to the Society;
 - (b) if he dies or being a company goes into liquidation (other than for the purposes of reconstruction), or being a firm dissolves partnership provided that a member being a firm does not cease to be a member by reason only of any change in the constitution of the firm; provided always that the estate of a deceased member on application made by the legal personal representative and a company on application made by its liquidator, may continue as a member of the Society if notice to that effect is given to the Federal Secretary by the legal personal representative or liquidator as the case may be;

- (c) if he is unable to pay his debts with the Society within thirty days of service on him of a notice informing him that his membership will cease if the debts are not paid in full within that period;
- (d) if he is expelled by a resolution of the Council pursuant to article 17.
- (e) if he has not paid his annual subscription on or before the last day of December. Persons who wish to rejoin the Society after that date must apply for membership in the normal way and pay the fees applicable to new members, that is annual subscription and prefix fees. Payment of the fees DOES NOT confer the right to receive back copies of the Society's publications.
- (f) if he registers goats of any dairy breed with any body other than those approved by this Society.
- (g) if he is requested to resign by a resolution passed by a three-fourths majority of the number of votes including proxy votes of those members present and voting at a general meeting of the Society, and if he has not resigned on or before the expiration of thirty days from the delivery or posting of this request.

PRIVILEGES OF MEMBERSHIP

12. Subject to the restrictions and limitations prescribed by or pursuant to the Articles and the Regulations the privileges of a member are:
- (a) The right to attend and vote at the annual general meeting and all general meetings of the Society and of the Branch to which he belongs and to serve on his Branch Committee if elected provided always that in respect of a membership in the names of two or more individuals only one vote may be cast and only one position on a Branch Committee may be filled;
 - (b) The right to submit his name as a candidate for appointment to the Australian Panel of Judges;
 - (c) The right to register with the Society his stock and transactions relating to them with the proviso that any outstanding debts to the Society be settled;
 - (d) The right to advertise in any publications of the Society;
 - (e) The right to obtain (when available) a copy of the Herd Book and any other publications as and when issued;
 - (f) The right unless otherwise decided by the Council to obtain a copy of each edition of the Society's publication "The Australian Goat World";
 - (g) The right to compete for prizes (including trophies) available for competition by members of the Society;
 - (h) After 25 consecutive years of financial membership, the right to receive a Society badge with a 25 year bar added; the bar and badge to be updated every further 5 consecutive years of membership, that is 30 years, 35 years, 40 years, and so on, until the membership ceases. The badge remains the property of the Society and must be returned on cessation of membership or updating. The Council has the right to gift a badge to a recipient. Branches are responsible for research and presentation of badges and the recipients are to be listed in "The Australian Goat World" yearly.

CONDUCT OF MEMBERS

13. Every member must strictly observe and act in conformity with and not otherwise than in accordance with the Articles and the Regulations.
14. Every member must furnish to the council any information within his knowledge and within any time limit set by the council that the council from time to time requires in respect of any misconduct, act or omission on the part of any member or his agent or servant in or about his stud or in respect of any breeding or sale or purchase or in any show or exhibition in which he is concerned or in respect of any matter dealt with or regulated by the articles of the Society.
15. The Council may direct a member to provide by Statutory Declaration duly made by him or by his agent or servant any information required by the Council pursuant to article 14.
16. (a) Upon any enquiry, either by the Council or by a Branch Committee whether as to the conduct of a member or otherwise, the Council or Branch Committee may make any investigation and may accept and act upon whatever information it thinks fit regardless of the ordinary rules of evidence and procedure, but subject to the rules of natural justice.

- (b) The Council or a Branch Committee may make findings and impose penalties (including fines) as it in its absolute discretion thinks fit, provided that
 - (i) the maximum fine which can be imposed for any infringement of the Articles or the Regulations is \$1,000.00, and
 - (ii) a fine exceeding \$20.00 cannot be imposed on a member unless written notice of intention to impose the fine and the reason for it has been given to the member, and the member has been given a reasonable opportunity to appear before the Council or the Branch Committee (with or without witnesses), or to send a written statement, for the purpose of showing cause why the fine should not be imposed.
 - (c) Where a penalty is imposed upon a member notice of the penalty must be served on the member within twenty-one days.
 - (d) The Federal Secretary may withhold processing of registrations, transfers and other transactions until a penalty has been satisfied.
 - (e) No member has any claim against the Society or against any member of the Council or a Branch Committee in respect of any act, matter or thing done in good faith and purported to be done in accordance with the Articles or the Regulations.
17. (a) If upon enquiry the Council considers it in the interests of the Society to do so, for example because it considers that the member has been guilty of misconduct or having done or omitted any act or thing in contravention of the Articles or the Regulations of the Society, the Council may pass a resolution for the suspension or expulsion of a member from membership of the Society.
- (b) A resolution for the suspension or expulsion of a member pursuant to sub paragraph (a) of this article cannot be passed by the Council unless the member has been given not less than 7 days' notice in writing of the meeting at which the resolution for his suspension or expulsion is to be considered and of the intended resolution and of what is alleged against him. The member is entitled to attend the meeting and before the passing of the resolution give orally or in writing any explanation he thinks fit.
- (c) Any member suspended or expelled by resolution of the Council may appeal against the suspension or expulsion by notice in writing lodged with the Federal Secretary within 7 days after service on him of notice of the passing of the resolution for suspension or expulsion.
- (d) Upon receipt of the notice of appeal together with a fee of \$100 (refunded if the appeal is upheld) the Federal Secretary must call a general meeting of the Society for the purpose of determining the appeal. If at the general meeting a resolution upholding the appeal is not passed by a majority of two thirds of those members eligible to vote present and voting (whether in person or by proxy) the member is expelled.
- (e) Any further appeal will be to a relevant State Tribunal or Court.
18. Every firm is responsible for the acts and omissions of its constituent members or partners and any act or omission on the part of any constituent member or partner may be treated by the Council as an act or omission of the firm. Any form of disciplinary action imposed on a member or members of a Joint Membership affects ALL members of the Joint Membership.

THE COUNCIL

19. The first Council of the Society are those persons who are delegates to the Council of the unincorporated body referred to in clause 2(a) of the Society's Memorandum of Association at the date of incorporation of the Society, holding the same offices in the Society as they held in the unincorporated body, and they are taken to have been appointed pursuant to and to hold office subject to these Articles.
20. Subject to article 19 the Council consists of Councillors to be appointed annually by the Branch Committee of each Branch. Each Branch Committee is entitled to appoint one Councillor for each twenty members or part thereof of the Branch, a Branch having a membership of less than twenty being entitled to appoint one Councillor, and no Branch being entitled to appoint more than five Councillors.
21. For the purpose of deciding the Branch representation on the Council the Federal Secretary must notify the Branch Secretary of the number of financial members enrolled as at 31 December of the year prior to the meeting.
22. All Councillors must be members of the Society and also members of the Branch they represent.

23. The appointment of a Councillor may be revoked at any time by the Branch Committee.
24. Notice of every appointment or revocation must be communicated forthwith in writing to the Federal Secretary by the respective Branch Secretaries.
25. The appointment of a Councillor terminates forthwith if the Councillor:
 - (a) ceases to be a member of the Council by virtue of the Law;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Law;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (e) resigns his office by notice in writing to the Society;
 - (f) holds any office of profit under the Society;
 - (g) ceases to be a member of the Society;
 - (h) has his appointment revoked by the Branch Committee by which he was appointed; or
 - (i) ceases to be a member of the Branch from which he was appointed.
26. In case of a vacancy of the office of a Councillor the Branch Committee may appoint a new Councillor to fill the vacancy and the new Councillor holds office during the remainder of the term of office of the Councillor replaced by him.
27. The Branch Committee may elect a proxy Councillor who may attend Council meetings in the absence of a Councillor.
28. Where a Branch is not able to send a Councillor or Councillors to a Federal Council meeting, the Branch Committee can appoint a proxy or proxies from the Councillors of some other Branch for the meeting concerned. The Branch Secretary must notify the Federal Secretary, in writing, of the names of the proxy or proxies. Voting instructions must be in writing and a copy must be forwarded to the Federal Secretary prior to the meeting.
29. Failing the appointment of a proxy Councillor by a Branch Committee the Branch President may make the appointment provided that notice in writing of the appointment is received by the Federal Secretary prior to the commencement of the meeting at which the proxy Councillor is to be present.
30. A Branch Committee or the Branch President as the case may be may authorise a proxy Councillor to exercise the full voting rights of the Branch he represents provided always that he must not exercise the right to vote on behalf of any Councillor then present and his authority will be to vote only in the name of any Councillor of the Branch not present. A proxy Councillor cannot hold any office on the Council.

POWERS OF THE COUNCIL

31. Subject to the Law and to any provision of these Articles the business of the Society must be managed by the Councillors who may pay all expenses incurred in promoting and forming the Society, and may exercise all the powers of the Society as are not, by the Law or by these Articles, required to be exercised by the Society in general meeting. All contracts, whether they be written or verbal, for the supply of goods and/or services to the Dairy Goat Society of Australia Ltd. over One thousand dollars (\$1,000.00) shall be ratified by the Federal Council or the Executive of Federal Council.
32. Without prejudice to the generality of article 31 the Council can:
 - (a) make Regulations for regulating the Society's affairs and amend these, provided always that the Regulations governing the registration and transfer of animals must not be amended without notice to each Branch. The first Regulations of the Society are the Regulations of the unincorporated body referred to in clause 2(a) of the Society's Memorandum of Association at the date of incorporation of the Society and are taken to have been made by the Council in accordance with these Articles. The Regulations are binding upon all members of the Society and upon all Branches of the Society;
 - (b) compile or cause to be compiled the Society's Herd Book and to publish a volume of it when and how the Council thinks fit;

- (c) determine fees from time to time payable in respect of the registration of animals in the Herd Book, the registration of prefixes, the registration or recording of transfers and deaths and the registration of stud names;
- (d) prescribe what annual subscription is payable by members of the Society;
- (e) consider transfers, registrations and memberships in that order when fees are reviewed;
- (f) act as a Court of Appeal in regard to all matters arising between any members of the Society inter se or between any Branches of the Society or between any member of the Society and any Branch or between the Society and any Branch or any member;
- (g) subject to the Law exercise the voting power conferred by the shares in any corporation held or owned by the Society in any manner including in favour of any resolution appointing the Councillors or any of them directors of the corporation or voting or providing for the payment of remuneration to the directors of the other corporation and consequently may become interested in the exercise of the voting rights; and
- (h) do any act, matter or thing calculated to promote the interests of the various dairy breeds of goats.

BORROWING POWERS

33. Without limiting the generality of article 31 the Councillors may from time to time at their discretion borrow or raise any sum or sums of money or obtain other accommodation for the purpose of the Society and may secure the repayment of the sum or sums or the payment performance of fulfilment of any debts liabilities contracts or obligations incurred or undertaken by the Society in any manner and upon terms and conditions in all respects as they think fit.

OFFICE BEARERS

34. The office bearers of the Society are:
- (a) (i) the President of the Society; and
 - (ii) an Honorary Treasurer;

both of whom must be elected annually by the members of the Council at its first meeting each year from among their members. The Council must at its next meeting after any vacancy occurs in any office fill the vacancy by the appointment of a successor for the balance of the term of office. Proxy votes are counted in the election of officers.

- (iii) one or more Vice-Presidents;

The Vice-Presidents are the Branch Presidents and the Vice-President of the Branch from which the President is chosen if the President is a Branch President and provided that they are appointed to the Council.

The President, Vice-Presidents and Honorary Treasurer, constitute the Executive of the Council.

- (b) (i) an auditor or auditors;
- (ii) a patron or patrons; and
- (iii) a Federal Secretary;

all of whom must be appointed by the members of the Council and remain in office until the Council directs otherwise. If any of these offices becomes vacant during a term of office the vacancy must be filled by the Council at its next meeting by the appointment of a successor. Pending the appointment of a successor by the Council the President may nominate an interim successor.

- (c) (i) a Federal Publicity Officer whose first duty is to supply reports of meetings to the "Australian Goat World";
- (ii) an Export Liaison Officer whose main duty is to encourage members to breed and register dairy goats and promote them on the international market;
- (iii) a Federal Milk Awards Officer;
- (iv) an Adjudicator for the Australian Panel of Judges;
- (v) an Australian Goat World Editor;
- (vi) an Australian Goat World Consultant;
- (vii) a National Coordinator of Judges Training Program;
- (viii) a GICA Representative;
- (ix) a Federal Commercial Liaison Officer;
- (x) a Federal Website Coordinator; and
- (xi) one or more Junior Member Liaison Officers.

all of whom are to be appointed by the Council for the term of one year.

The President and any other members of the Executive or office bearers may not become involved officially in any matter within any Branch without first consulting with that Branch's Committee.

35. (a) The President, Vice Presidents and Honorary Treasurer hold office until his successor is appointed unless he ceases to be a Councillor, vacates his office, or is removed from office pursuant to the Articles or pursuant to a resolution of the Council and on the happening of any of these events he immediately ceases to hold office.
- (b) Upon an office bearer ceasing to hold office during the course of his term of office his office until his successor is appointed by the Council at its next meeting devolves upon those of the following persons as are eligible to hold office in the following order, namely: the President, Vice Presidents in order of seniority, Honorary Treasurer, or members of the Council in order of seniority.

THE FEDERAL SECRETARY

36. A Federal Secretary must be appointed by the Councillors as secretary of the Society in accordance with the Law. The Councillors may also appoint acting and assistant secretaries. All appointments may be on terms, remuneration and conditions as the Councillors think fit and any person appointed may be removed by them.
37. The Federal Secretary must exercise all usual secretarial functions and generally attend to the secretarial work of the Society, and in particular must:
- (a) receive all moneys due to the Society and pay these to the Society's banking account;
 - (b) keep proper accounts of receipts and outgoings;
 - (c) keep full and accurate minutes of meetings of the Council;
 - (d) receive applications for registration, transfers, and other documents dealing with registered animals;
 - (e) receive all applications for membership and supply particulars of these to the Branch Secretaries;
 - (f) keep and maintain:
 - (i) a proper register containing the names of all members of the Society and their addresses;
 - (ii) a register of Affiliated Bodies;
 - (iii) a record of all registered prefixes;
 - (iv) a register of all registered animals;
 - (v) a record of all changes of ownership of registered animals;
 - (vi) the Herd Book, and arrange for its printing, publication and distribution at the direction of the Council.

GENERAL MEETINGS

38. (a) A general meeting of the Society called the "annual general meeting" must be held at least once in every calendar year not later than five months after the end of the financial year of the Society. All other meetings of the Society are called "general meetings" and may be convened at any time.
- (b) Annual general meetings and general meetings must be held within Australia.
- (c) A general meeting of the members of the Society may be convened at any time by the President and must be convened upon the direction of the Council or pursuant to a written request of at least two Branch Committees.
39. (a) Eighty days' notice of every annual general meeting or general meeting must be given in the manner provided by these Articles and the Law to the members or such persons are otherwise entitled under these Articles to receive notices and to the auditors.
- (b) Every notice must specify the place day and hour of the meeting and the general nature of the business to be transacted at it.
- (c) Subject to Section 1322(3) of the Law the accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member does not invalidate any of the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. The business of an annual general meeting is:
- (a) to receive and consider the profit and loss account and balance sheet and the reports of the Councillors and of the auditors and the statement of the Councillors;
 - (b) to fix the remuneration of the auditors; and
 - (c) to transact any other business of which due notice has been given.
40. No business can be conducted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, any five members present in person or by proxy, attorney or representative constitute a quorum, but in the calculation of a quorum a person must be counted once only notwithstanding the fact that the person may attend as proxy, attorney or representative for more than one member.
41. (a) Where:
- (i) a person present at a meeting is authorised to act as the representative of a body corporate at the meeting by virtue of an authority given by the body corporate under sub-section 249(3) of the Law; and
 - (ii) the person is not otherwise entitled to be present at the meeting the body corporate is, for the purpose of this article, taken to be present in person at the meeting.
42. (a) If within twenty minutes after the time appointed for the meeting a quorum is not present the meeting must stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Councillors may by notice to the members appoint.
- (b) If at the adjourned meeting a quorum is not present the meeting must be dissolved.
43. The President, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice President is entitled to take the chair at every general meeting. If there is no Vice President present and willing to act the members must choose one of their number to chair the meeting.
44. (a) All questions submitted to a meeting must be decided by a simple majority of votes except where a greater majority is required by these Articles or the Law.
- (b) Voting is decided on a show of hands unless a poll is demanded by the chairman or by at least three members present in person or by proxy. The chairman must decide the manner in which a poll is to be taken in any case but in all cases he must ascertain the number of members voting in favour of a resolution or special resolution and the number of members voting against the resolution. Any dispute as to the admission or rejection of a vote must be determined by the chairman and his determination made in good faith is final and conclusive.
- (c) At any general meeting a declaration by the chairman that a resolution or special resolution has been carried or carried by a particular majority or not carried and an entry to that effect in the book of proceedings of the Society is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution or special resolution, unless challenged by a member whereupon scrutineers will be appointed and a secret ballot conducted. However, any member is entitled to move disagreement with a ruling of the chairman.
- (d) No member is entitled to vote at any general meeting unless his annual subscription to the society has been paid for the current financial year.
45. Subject to the Law a resolution in writing signed by ninety-five percent of the members of the Society is as valid and effectual as if it were a resolution duly passed at a general meeting of the Society. Such a resolution may consist of documents in like form each signed by one or more members or their representative. The document or documents constitute minutes of the meeting the date of which is the date the document was last signed or the date of the last signed document.
46. (a) The chairman of a general meeting may with the consent of the meeting adjourn it from time to time and from place to place but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (b) If any general meeting is adjourned for more than twenty-one days a notice of the adjournment must be given to, the members in the same manner as notice was or ought to have been given of the original meeting.
47. (a) Votes may be given either personally or by proxy attorney or representative appointed pursuant to the Law.
(b) On a poll every member present in person or by proxy attorney or representative has one vote.
(c) In the case of an equality of votes on any question arising at a meeting of the members of the Society the chairman of the meeting has a second or casting vote.
48. The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointer is a corporation under its common seal or the hand of two or more of its officers. The signature of the appointor or his attorney must be witnessed by a person other than the proxy. A proxy must be a member of the Society. The instrument appointing a proxy confers authority to demand or join in demanding a poll. A member can instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
49. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time for the taking of the poll, and in default the instrument of proxy is not valid.
50. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death of the principal or revocation of the proxy in respect of which the vote is given provided no intimation in writing of the death or revocation has been received at the registered office of the Society or by the chairman of the meeting before the vote is given.
51. Every instrument of proxy whether for a specified meeting or otherwise must be in the following form or to the following effect:
- I/We > of > being a member of Dairy Goat Society of Australia Limited appoint > of > or failing him > of > as my/our proxy to vote for me/us and on my/our behalf at the (annual) general meeting of the Society to be held on the > day of > 20> and at any adjournment of that meeting.
- Signed > day of > 20>
- or in some other form as the Councillors may from time to time prescribe or accept. Any instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the chairman of the meeting to which it relates.
52. Any member may appoint an attorney to act on his behalf at all meetings of the Society or all meetings of the Society during a specified period. Before the first meeting at which the attorney acts on the member's behalf a power of attorney must be produced at the office of the Society. At the first meeting, and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the Chairman of the meeting a properly executed declaration of non-revocation of the power of attorney.
53. Notwithstanding anything elsewhere in these Articles any resolution relating to any of the following matters is not carried unless seventy-five percent of those members present at that meeting in person or by proxy attorney or representative vote in favour of the resolution:
- (a) any alteration to the Memorandum and Articles of Association of the Society;
(b) any resolution or other fact intended or which may result in the Society being wound up or placed in provisional liquidation or under official management;
(c) the sanctioning of the sale of the whole or any major part of the undertaking of the Society;
(d) any merger or amalgamation or change in the basic nature of the business of the Society;
and
(e) the appointment or removal of an auditor.

PROCEEDINGS OF COUNCILLORS

COUNCIL MEETINGS

54. The Council may meet together to deal with business, adjourn and otherwise regulate its meetings as it thinks fit.
55. The Councillors may conduct their meetings by telephone or other means of communication without a Councillor or Councillors being in the physical presence of another Councillor or other Councillors, except that the annual Council meeting must be a physical meeting held immediately after the annual general meeting of the Society and in addition, 3 postal ballots may be held each year.
56. A meeting of the Council must be convened at any time by the Federal Secretary upon instructions from the President or upon written request of at least two Branch Committees.
57. Eighty days' written notice of all meetings of the Council must be given to each Councillor and Branch Secretary.
58. A quorum for a meeting of the Council is five Councillors present in person who must represent at least four Branches. A Councillor interested may be counted in a quorum notwithstanding his interest.
59. The Councillors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as a quorum or the minimum number of Councillors they must not act except in the case of emergency.
60.
 - (a) The President is the Chairman of all meetings of the Council provided that if the President is not present then a Vice-President is the Chairman. In the absence of both the President and the Vice-Presidents the meeting must elect its own Chairman from amongst the Councillors present.
 - (b) The President attends all meetings as President. He does NOT have a deliberative vote.
 - (c) The Branch to which the President belongs may appoint a proxy Councillor to attend all meetings of the Council while the President holds office. The proxy Councillor can participate in all meetings of the Council he attends and notwithstanding article 30, can exercise the right to vote which the President would have had but for the office he holds.
61. The retiring President may remain until the conclusion of the meeting.
62.
 - (a) Except as otherwise provided in these Articles all questions arising at any meeting other than questions of order or practice are determined by a simple majority of votes, and in the case of an equality of votes the Chairman has the casting vote.
 - (b) A motion on a postal ballot is carried if a simple majority of votes cast are in favour, provided that at least three Branches actually vote on the motion.
 - (c) The method of voting for a postal ballot is YES, NO or ABSTAIN, but an abstention is not counted as a vote for the purpose of sub-paragraph (b).
63. No member is entitled to vote at any meeting of the Council or any sub-committee or to elect an office-bearer unless his annual subscription to the Society has been paid for the current financial year.
64. Subject to the restrictions imposed during any period when the number of Councillors is below the minimum number a meeting of the Councillors at which a quorum is present is competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Society for the time being vested in or exercisable by the Councillors generally.
65. No objection can be made to the validity of any vote except at the meeting at which such vote is cast, and any vote not disallowed at the meeting is valid.
66. The validity of all votes cast at any meeting is to be determined by a three-fourths majority of those Councillors present in person and eligible to vote at the meeting.

67. If at any meeting a poll is demanded by any Councillor it must be taken in whatever manner the Chairman directs and the declaration by the Chairman that a motion or resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority is conclusive evidence of the fact unless challenged by any Councillor whereupon scrutineers are to be appointed and a secret ballot conducted. However, any Councillor is entitled to move disagreement with a ruling of the Chairman.
68. A meeting of the Council can only deal with:
- (a) business listed in the notice of the meeting;
 - (b) any matter which a four fifths majority of those Councillors present in person and eligible to vote at the meeting agree requires immediate discussion, provided that the matter does not include seeking to alter the Memorandum and Articles of Association.
69. The Federal Secretary must cause to be duly entered in books provided for the purpose, minutes:-
- (a) of the names of the Councillors present at each meeting of the Council and of any sub-committee of Council;
 - (b) of all declarations made or notices given by any Councillor (either generally or specially) of his interest in any contract or proposed contract or of his holding of any office or property as a result of which any conflict of duty or interest may arise;
 - (c) of all Regulations made by the Council and sub-committees of the Council;
 - (d) of all resolutions and proceedings of general meetings of the Society and of meetings of the Councillors and sub-committees.

Any minutes of any general meetings of the Society or of any meetings of the Councillors or any sub-committee of the Councillors must be signed by the chairman of the meeting or by the chairman of the next succeeding meeting and if so signed are receivable as prima facie evidence of the matters stated in them.

70. An Affiliated Body may nominate one current Councillor to act as its spokesperson on relevant matters at a physical meeting of the Council. The nomination, in writing is to be received by the Federal Secretary and the nominated Councillor at least seven days before the commencement of the meeting and all nominations are to be tabled at the meeting before the commencement of any business. A Councillor may decline any nomination without offering a reason. The role of spokesperson does not confer any special or additional rights on a Councillor.

SUB-COMMITTEES

71. The Council may delegate any of its powers to sub-committees consisting of any member or members of its body as it thinks fit and may from time to time revoke the delegation. Any sub-committee must in the exercise of the powers delegated conform to any regulations that may from time to time be imposed upon it by the Council. The meetings and proceedings of a sub-committee are governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Council so far as they are applicable and are not superseded by any regulations made by the Council under this article.

AUTHENTICITY OF COUNCIL DECISIONS

72. All acts done by any meeting of the Councillors or of a sub-committee of the Councillors or by any person acting as a Councillor are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Councillor or person acting as a Councillor or that any Councillor was disqualified or had vacated office.

HERD BOOK

73. The Council must keep a Herd Book and has full and absolute control of it and of all matters to be included in it or excluded or deleted from it and, for example, may from time to time make Rules or Regulations governing the maintenance and prescribe the circumstances and conditions in or upon which animals may be registered in the Herd Book, governing the circumstances or conditions in or upon which any registration or entry may be varied or cancelled, regulating the sale transfer or lease of animals recorded in the Herd Book, and regulating the recording of deaths of those animals.

THE SOCIETY'S BANKING ACCOUNT

74. The Council must cause a banking account with a licensed Bank to be opened and kept in the name of "Dairy Goat Society of Australia Limited".
75. All cheques bills of exchange promissory notes and other negotiable instruments must be signed drawn accepted made or endorsed as the case may be for and on behalf of the Society by not less than two persons appointed from time to time by the Council for that purpose.
76. All moneys cheques and negotiable instruments received on behalf of the Society must be forthwith placed to the credit of the Society's banking account.
77. Every sum paid on behalf of the Council amounting to \$100.00 or upwards must be paid by "Not Negotiable" cheque drawn upon its bank account or by Electronic Transfer.

BRANCH FUNCTIONS

78.
 - (a) The Council may create a Branch of the Society in and for any State but so that no Branch can comprise less than ten members all resident in that State.
 - (b) Branches of the unincorporated body referred to in clause 2(a) of the Memorandum of Association are taken to have been created as Branches of the Society pursuant to this article.
 - (c) A Branch may be incorporated as an association under the legislation of the State in which it is located relating to the incorporation of associations.
79. No State can have more than one Branch, but a Branch in one State may include members resident in any State which has no Branch.
80. For the purpose of articles 79 and 80 a person is deemed to be resident wherever he has his breeding herd.
81. It is the duty of each Branch to:
 - (a) Carry out the functions from time to time delegated to it by the Council;
 - (b) issue to its members forms of transfer and applications for registration of animals and other forms as required;
 - (c) make inspections of herds or stock within the Branch State as the Council directs or as the Branch Committee considers appropriate;
 - (d) promote the breeding of dairy goats for example by advertising within its State and by the holding or encouraging and assisting financially or otherwise the holding of exhibitions, sales, lactation production tests, and competitions;
 - (e) make regulations to govern the conduct of Branch affairs and its members provided always that any regulations must not be contrary to the Articles and the Regulations of the Society.

MEMBERS TO DEAL WITH OWN BRANCH

82. Each member must deal with the Secretary of the Branch in the State in which he resides concerning all matters in connection with the Society, except in matters specified to the contrary in article 37. Any complaint as to Branch management may be sent to the Federal Secretary for consideration by the Council.

BRANCH COMMITTEE

83. A Branch Committee must be elected having the control and management of the entire affairs of a Branch.
84. A Branch Committee must consist of not less than six members, including a Branch President, Branch Vice-President, Branch Secretary and Branch Honorary Treasurer, elected annually by the Branch members.
85. Members of the Branch Committee must be elected at the first general meeting of members of the Branch held in each financial year, or by postal vote if the Branch has adopted postal voting for the election of Branch Committee members, and hold office until the close of the first general meeting of members held in the succeeding year, unless removed from office by a duly constituted general meeting of members of the Branch. Members of the Branch Committee are eligible for re-election.

86. The members of the first Branch Committee of each Branch are those persons who are the Branch Committee members of the Branches of the unincorporated body referred to in clause 2(a) of the Society's Memorandum of Association at the date of incorporation of the Society, holding the same offices in the Branch Committee of the Branch as they held in the Branch Committee of the Branch of the unincorporated body, and they are taken to have been appointed pursuant to and to hold office subject to these Articles.
87. Any casual vacancy occurring in the Branch Committee must be filled by resolution of the Branch Committee from amongst the members of the Branch and any person appointed holds office until the close of the annual general meeting next succeeding his appointment, unless removed from office by a duly constituted general meeting of members.
88. Meetings of a Branch Committee must be called by the Branch Secretary on instructions from the Branch President or at the written request of at least two members of the Branch Committee.
89. At least seven days' notice of all meetings of the Branch Committee must be given in writing to each member of the Branch Committee and the notice must state as fully as possible the matters to be dealt with at the meeting. The notice may be served by prepaid post and is taken to have been served at the expiration of twenty-four hours from the time of posting.
90. The quorum for a Branch Committee meeting is not less than half the members of that Branch Committee present in person.
91. If at any meeting of the Branch Committee there is no quorum present within half an hour of the time appointed for the meeting, the meeting lapses unless a majority of those present decide to adjourn the meeting for a period not exceeding seven days. If there is no quorum present within half an hour of the time appointed for the adjourned meeting the meeting lapses.
92. At all meetings of a Branch Committee the Chairman has a second or casting vote.
93. A Branch Committee may divide its Branch into Districts and may appoint in each District a corresponding representative whose duties are to assist and inform breeders in the District on all matters relating to the Society and to endeavour to foster the breeding and exhibition of dairy goats.
94. Each Branch Committee must submit a summary of its activities at quarterly intervals for publication in "The Australian Goat World".
95. A Branch must hold an annual general meeting of its members every year.
96. All general meetings of a Branch must be called by the Branch Secretary on instructions from the Branch President or at the written request of at least 10% of the financial members or twenty financial members whichever is the lesser, and give at least twenty-one days' written notice of the meetings to members.
97. The quorum for a general meeting of a Branch is not less than one-fifteenth of the financial members of the Branch, provided that where the Branch consists of seventy-five members or less five financial members personally present form a quorum.

CONDUCT OF BRANCH COMMITTEE AND BRANCH GENERAL MEETING

98. The meetings and proceedings of a Branch Committee, and the meetings and proceedings of the members of a Branch, are governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Council, and of the members of the Society, respectively, so far as they are applicable and are not superseded by the specific articles relating to the Branches.

ANNUAL SUBSCRIPTION AND FEES

99. Unless and until otherwise determined by the Council each member must pay the fees and annual subscriptions as fixed by the Council from time to time.

100. A person who is accepted as a new member three months or less prior to the end of the current financial year of the Society need pay no annual subscription in the succeeding financial year PROVIDED that the person was not a financial member of the Society during any of the three years prior to acceptance.
101. The annual subscription must be paid to the Federal Secretary.

RECOVERY OF ANNUAL SUBSCRIPTIONS AND FEES

102. Action for the recovery of annual subscriptions and any fees due to the Society must be taken by the Federal Secretary in the name of the Society at the direction of the Executive of the Council or upon a resolution of the Council.

PAYMENTS TO AND BY THE COUNCIL

103. A Branch must pay to the Council as soon as practicable after receipt all revenue received on behalf of the Council.
104. If the Council at the end of any financial year after meeting all expenditure and liabilities incurred during the financial year and after providing adequate reserves to meet all reasonable contingencies has a surplus of revenue over and above that sufficient for its own requirements it may make grants to a Branch or Branches for use in furthering the objects of the Society.
105. If the revenue received by the Council is not sufficient for the Council's requirements the Council may make a levy on the Branches pro rata on the number of members of each Branch in order to make up the deficiency provided that the liability of any individual member must not exceed the amount of the annual subscription for the time being. A Branch levy must be paid within 12 months from the date on which advice of the levy is received from the Council.

QUESTIONS OR DISPUTES

106. (a) Any question or dispute arising between members of the Society inter se or between any Branches of the Society or between any member of the Society and the Society or any Branch or as to the rights privileges or duties of any Branch may be submitted to a special meeting of the Council convened for the purpose of determining the question or dispute.
- (b) Any submission must be accompanied by a fee of \$100.00.
- (c) This article does not apply to action taken by the Council under articles 16 or 17.
107. The Council can make any enquiries and investigations and take and act upon any evidence it thinks fit regardless of legal rules of evidence and the determination of the Council is final and binding upon all parties to or affected by the question or dispute.
108. Notwithstanding article 108 the Council in its absolute discretion may refuse to hear or to determine any question or dispute between members of the Society inter se.
109. Every question or dispute must be notified through the Secretary of the Branch concerned and each party to the question or dispute and every member affected by it must furnish evidence to the Council whether orally or in writing as the Council by its Federal Secretary requires.
110. Upon determination of the question or dispute the Council may at its discretion but not otherwise direct the \$10.00 payable under article 107 be refunded or may declare it forfeited to the Society and must declare it forfeited where in the opinion of the Council the question or dispute submitted is trivial, frivolous or vexatious.

COUNCILLORS' CONTRACTS

111. (a) No Councillor is disqualified by his office from holding any office or place or profit under any corporation promoted by this Society or under any corporation which is a member of this Society or in which this Society is otherwise interested, nor, notwithstanding any rule of law or equity to the contrary, from contracting with the Society either as vendor purchaser or otherwise; nor is any contract or arrangement entered into by or on behalf of the Society in which any Councillor is in any way

interested avoided; nor is any Councillor liable to account to the Society for any profit arising from any arrangement by reason only of Councillor holding that office or of the fiduciary relations established as a result provided that the nature of his interest is declared by him or on his behalf in the manner and cases required by the Law. Failure to make or to record a declaration does not operate to avoid or render voidable any contract, transaction or arrangement.

- (b) A Councillor may not vote as a Councillor in respect of any contract or arrangement in which he is interested, but can be counted in a quorum, may affix the seal and may otherwise act in respect of the contract or arrangement.
- (c) It is the duty of a Councillor who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Society to declare the nature of his interest at the meeting of the Councillors at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Councillors held after the acquisition of his interest; provided that a general notice by a Councillor that he is a member of any specified corporation, firm or any other body whether corporate or unincorporate and is to be regarded as interested in any contract which may after the date of the notice be made with that corporation, firm and other body is taken to be a sufficient declaration of interest in relation to any contract so made; and provided further that a Councillor is not taken to be interested or to have been at any time interested in any contract or arrangement or proposed contract or arrangement:
 - (i) relating to any loan to the Society - merely by reason of the fact that he has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (ii) made or to be made with a corporation which under any provision of the Law is deemed to be related to the Society - merely by reason of his being a director of that corporation.
- (d) It is also the duty of a Councillor who holds any office or possesses any property the holding of which office or the possession of which property might whether directly or indirectly create duties or interests in conflict with his duties or interests as a Councillor of the Society to declare at the first meeting of the Council held after he becomes a Councillor all the relevant facts as to the holding of the office or the possession of the property or (if he is already a Councillor) at the first meeting of the Council held after the relevant facts as to the holding of the office or the possession of the property came to his knowledge the fact of his holding the office or his possession of the property and the nature character and extent of the conflict.
- (e) It is the duty of the Federal Secretary to record in the minutes of the meeting any declarations made or notices given by a Councillor in compliance with this article.
- (f) Failure to make or to record any disclosures required under this article does not operate to void or render voidable any contract, transaction or arrangement.

THE SEAL

112. The Common Seal of the Society must be kept in the custody of the Federal Secretary but must not be affixed to any document except by order of the Council and in the presence of two members of the Council and of the Federal Secretary or a third member of the Council. The attestation clause is:

THE COMMON SEAL OF DAIRY GOAT SOCIETY OF AUSTRALIA LIMITED ACN 082 302 565 was duly affixed to this document on
in the presence of:

.....Councillor
.....Councillor
.....Federal Secretary

RESERVE FUND

113. The Council may set aside out of the profits of the Society any sums it thinks proper as reserves to meet contingencies or for repairing improving and maintaining any of the property of the Society and for all other purposes that the Council in its absolute discretion considers desirable and can invest the sums set aside in any investments it thinks fit and from time to time deal with and vary the investments and may divide the reserves into special reserves and use the reserves or any part of them in the business of the Society.
114. The Council may revalue any assets of the Society.

ACCOUNTING RECORDS

115. (a) The Council must keep all accounting and other records necessary to correctly record and explain the transactions and financial position of the Society and to enable true and fair profit and loss accounts and balance sheets and any documents required by the Law or these Articles to be prepared from time to time and must keep those records so as to be conveniently and properly audited.
- (b) The records referred to in sub-clause (a) must be retained for seven years after the completion of the transactions or operations to which they respectively relate.
- (c) The records must be kept at the registered office of the Society or at some other place that the Council thinks fit and must at all times be open to inspection by the Councillors.
116. (a) The Council must from time to time (subject to the provisions of the Law) determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Society or any of them are to be open to the inspection of the members; and no member (not being a Councillor) has any right of inspecting any account or book or document of the Society except as conferred by the Law or under these Articles or authorised by the Councillors or by a resolution of the Society in general meeting and no member (not being a Councillor) is entitled to require or receive any information concerning the business trading or customers of the Society or any trade secret or secret process of or used by the Society.
- (b) The Society must furnish to each Councillor and to each member as soon as available and in any event within 120 days after the end of each financial year of the Society, copies of each balance sheet of the business of the Society as of the end of that financial year and of the profit and loss statement of the business of the Society during that financial year prepared in conformity and generally accepted accounting principles consistently maintained and applied in accordance with the Law.
117. At the annual general meeting in each year the Council must lay before the Society a profit and loss account for the last financial year of the Society.
118. The Council must cause to be made out in accordance with section 293 of the Law and to be laid before the Society in general meeting a duly audited balance sheet as at the date to which the profit and loss account is made up and there must be attached to every balance sheet a report by the Councillors with respect to the state of the Society's affairs and a statement by the Councillors in accordance with sections 301 to 303 of the Law.
119. The profit and loss accounts, balance sheets and reports and statement which in pursuance of the Law are to be laid before the Society in general meeting must comply with all the provisions of the Law relating to them.
120. A copy of every balance sheet (including the profit and loss account and every document required by law to be annexed or attached to it) which is to be laid before the Society in general meeting together with a copy of the auditor's report on the balance sheet must not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of general meetings.
121. Any member whether he is or is not entitled to have sent to him copies of the Society's balance sheets and any holder of debentures of the Society is entitled to be furnished on demand without charge with a copy of the last balance sheet of the Society (including every document required by law to be annexed or attached to it) together with a copy of the auditor's report on the balance sheet.

AUDIT

122. The accounts of the Society must be audited as provided in the Law in respect of each financial year of the Society and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors.
123. Auditors of the Society must be appointed and may be removed and their remuneration rights and duties are to be regulated in accordance with the provisions of the Law.
124. A person must not be appointed or act as auditor of the Society if he is:-

- (a) an officer of the Society or any subsidiary company;
- (b) a partner employer or employee of an officer of the Society or an subsidiary company;
or
- (c) a partner or employee of an employee of an officer of the Society or any subsidiary company.

In this article "officer" includes any Councillor secretary or employee of the Society.

125. Every account of the Society when audited and approved by a general meeting is conclusive except as regards any error discovered in it within three months next after its approval. Whenever any error is discovered within that period the account must forthwith be corrected and then is conclusive.

NOTICES

126. A notice may be served by the Society upon any member either personally or by telex or telefax to the relevant telex or telefax number of the member as shown on the register or by sending it through the post in a prepaid letter envelope or wrapper addressed to the member at his registered address. Any notice or other document to be served by the Society upon a member is properly served if included in the publication "The Australian Goat World" or in any other publication on behalf of the Society and the publication is served upon the member by one of the means of service referred to in this article.
127. In the case of a member whose registered address is outside Australia the notice must be sent by airmail in an envelope bearing the requisite postage.
128. Any notice sent by post is taken to be served on the day following that on which the letter envelope or wrapper containing it is posted unless sent by airmail to an address outside Australia in which case it is taken to be served on the seventh day following that on which the envelope containing it is posted. A notice sent by telex or telefax is taken to be served on the same day that it is sent provided that if the number to which it is sent is outside Australia then it is taken to be served on the day following the day it is sent unless there is a confirmed answerback in which situation it is taken to be served on the day the answerback is received.
129. In proving service it is sufficient to prove that the letter envelope or wrapper containing the notice and bearing the requisite postage was properly addressed and put into the post office. A certificate in writing signed by any manager secretary or other officer of the Society that the letter envelope or wrapper containing the notice was so addressed and posted is conclusive evidence of those facts.
130. The signature to any notice to be given by the Society may be written or printed.
131. Where a given number of days' notice or notice extending over any other period is required to be given the day on which notice is taken to be served and in the case of notice convening a meeting the day on which the meeting is to be held must be excluded from the number of days or other period.

WINDING UP

132. The provisions of clause 7 of the Memorandum of Association relating to winding up or dissolution of the Society have effect and must be observed as if repeated in these Articles.

INDEMNITY

133. Every Councillor manager or officer of the Society or any person employed by the Society as auditor is indemnified out of the funds of the Society against all liability incurred as Councillor manager officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in connection with any application under the Law in which relief is given to him by the court.

PROTECTION AGAINST LIABILITY

134. (a) The Society or any Branch or a member of the Council or a Councillor or a member of a Branch Committee or any office-bearer of the Society or of any Branch or any person acting under the authority of the Council or of any Branch Committee cannot be liable at

the instance of a member of the Society or of any Branch for any act or omission purported to be done or omitted pursuant to the Articles or the Regulations of the Society for the time being in force or pursuant to the regulations of any Branch or purported to be done to an authority by the Council or of any Branch Committee or by an officer of either notwithstanding that it may afterwards be discovered that the act or omission complained of was for any reason ultra vires the authorising body or person or the Articles or the Regulations of the Society or the regulations of the Branch.

- (b) Every person being a member of the Society or of a Branch or an employee of any member is authorised to inform the Council or any Branch Committee or any general meeting of any matter or thing within the knowledge of that person affecting the welfare of the various dairy breeds of goats or in relation to the breeding, showing or officiating activities of any member or prospective member of the Society or of a Branch or affecting or relating to any of the animals of any member or prospective member, and all information given is protected by that authorisation and no claim or action in respect of the giving of information can be made or taken by any member PROVIDED ALWAYS that the information given is given in good faith AND PROVIDED that the person giving the information believes the information is true in all respects and that in giving it he is acting in the interests of the Society or of a Branch or in the interests of dairy goats.
- (c) Evidence or information given in good faith by any person at an enquiry conducted by or with the authority of the Council or by or with the authority of a Branch Committee is privileged and is taken to have been given with the acquiescence of all members and Branch members affected by it.

DAIRY GOAT RESEARCH FUND

- 135. The Society must establish and maintain a Dairy Goat Research Fund for the purpose of initiating and supporting research into problems and diseases of dairy goats.

AUSTRALIAN JUDGES PANEL

- 136. The Society must establish and maintain an Australian Judges' Panel consisting of judges who have qualified under the appropriate Regulations.