

AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED

CONSTITUTION AND RULES

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AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED

CONSTITUTION AND RULES

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SCHEDULE A TO CONSTITUTION – AUSTRALIAN LOWLINE BREED STANDARD

SCHEDULE B TO CONSTITUTION – FORM OF PROXY

History of the Association Constitution and Rules:

Table of Contents – inclusion of the word “Australian” before “Lowline’ in Schedule A – 2021/222 Constitutional Review

PART A - NAME, OBJECTS AND MEMBERSHIP

1. Name

The name of the incorporated association is the “Australian Lowline Cattle Association Incorporated” (hereinafter referred to as “the Association”).

History:

Unchanged from April 2012 version.

2. Objects

The objects of the Association are:

- (a) to maintain the purity and improve the breed of Australian Lowline Cattle;
- (b) to promote the registration of all Australian Lowline Cattle that meet the breed standard.
- (c) to collect, verify and publish information relating to Australian Lowline Cattle;
- (d) to organise, arrange and/or conduct competitions and/or demonstrations of and relating to Australian Lowline Cattle;
- (e) to offer prizes for Australian Lowline Cattle;
- (f) to select Judges and Inspectors;
- (g) to publish a Herd Book of Sires and Dams of registered or recorded Australian Lowline Cattle;
- (h) to promote generally the interests of owners of Australian Lowline Cattle;
- (i) to provide assistance to members of the Association in promoting and marketing the Australian Lowline Cattle breed;
- (j) to do all such things as may be incidental to or in any way conducive to the attainment of the above objects or any of them.

History:

2(b) and 2(i) introduced during the 2012-13 Constitutional Review.

Otherwise unchanged from April 2012 version.



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3. Definitions

(a) In these Rules unless the contrary intention appears:

“Australian Lowline” means a bovine animal wholly descended from the Angus herds maintained by the New South Wales Department of Agriculture prior to 1992, whose ancestry can be traced through the Australian Lowline Herd Book to the Foundation Herd Book and whose parentage can be authenticated genetically by DNA matching.

“Council” means the Council of the Association;

“Executive Officer” means a person, other than a member, appointed by Council pursuant to Rule 22(f) to perform the duties of the Secretary and / or Treasurer;

“Financial year” means the year ending 30 June;

“Foundation Herd Book” means the Foundation Australian Lowline Herd Book published in 1998 with records certified by Dr Peter Parnell. Any animal considered by Council to be a genuine inadvertent omission from the Foundation Australian Lowline Herd Book may be added to the Association’s electronic Herd Book;

“General Meeting” means a general meeting of members convened in accordance with Rule 24;

“Herd Book” means official registers of Australian Lowline Cattle owned and maintained by the Australian Lowline Cattle Association. Additional registers may be created in the future to cater for activities approved by Members;

“Member” means a member of the Association;

“Ordinary Member of Council” means a member of the Council who is not an officer of the Association under Rule 17;

“Public Officer” means the person appointed to that position as required by Section 34 of the Act;

“Secretary” means the person holding office under this Constitution as Secretary of the Association;

“The Act” means the Associations Incorporation Act 2009;

“The Regulations” means the Associations Incorporation Regulation 2016.

(b) Words or expressions contained in these Rules must be interpreted in accordance with the provisions of the Interpretation Act (NSW) 1987 and the Act as in force from time to time.

History:

Definitions for “Australian Lowline,” “Executive Officer,” “Foundation Herd Book,” “Herd Book,” “Public Officer,” and “Secretary,” introduced during the 2012-13 Constitutional Review.

Definition of “Herd Book” amended 27 May 2015

November 2018 – The Regulations updated to the latest version that allows electronic ballots.



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4. Office

The office of the Association will be at such place as the Council from time to time determines.

History:

Unchanged from April 2012 version.

5. Membership

- (a) The membership of the Association will consist of such natural persons, corporations, syndicates, partnerships and schools as may from time to time be admitted to membership and, subject to these Rules, remain members of the Association.
- (b) Each corporation, syndicate, partnership or school which is a member may appoint from time to time a natural person to be and to act as its representative provided that any such appointment must be notified in writing to the Secretary. The person so appointed will be entitled to exercise all the powers, rights, privileges and obligations of a member for the purposes of these Rules and the Regulations until the appointment is revoked.
- (c) Any applicant for membership must pay an application fee proposed by Council and approved by the members from time to time in addition to the annual subscription.

History:

Reference to Foundation Members has been removed and the Rule otherwise reworded during the 2012-13 Constitutional Review.

Rule 5 (a) & (b) – inclusion of ‘schools’ - to include the identity of schools as a separate entity of membership consistent with Rule 6 – 2021/2022 Constitutional Review.

6. Categories of Membership

(a) *Full Membership*

Full membership is open to any natural person, corporation, syndicate or partnership involved in or seeking to be involved in the ownership or registration of Australian Lowline Cattle.

(b) *Foundation Membership*

The first twenty-five (25) full members of the Association will be foundation members and the herd prefix of any foundation member may be registered as a “Foundation Stud”.

(c) *Associate Membership*

Any natural person, corporation, syndicate or partnership interested in the breed of Australian Lowline Cattle may be admitted as an associate member of the Association and will be entitled to all the rights and privileges of full membership other than the right to vote at any meeting or in any ballot of the Association, the right to nominate for or hold office and the right to register Australian Lowline stock. The annual subscription fee for associate members will be the amount proposed by Council and approved by members at an annual general meeting.



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(d) *Junior Membership*

Will be open to any person 8 years of age or over until they achieve the age of 21 years who is either involved in or interested in the breeding and/or ownership of Australian Lowline Cattle. Junior members may attend meetings but may not vote at those meetings or in any ballot of the Association. Junior members will not have the right to nominate for or hold any office of the Association. Both the application fee and annual subscription fee will be the amount proposed by Council and approved by members at an annual general meeting. Junior members may register Australian Lowline stock and are not required to pay an additional joining fee when upgrading to full membership.

(e) *School Membership*

A special membership for individual schools will be allowed on the same terms as for junior membership but without the age limit. However, any application for school membership must include the name and address of a natural person 21 years of age or older to be nominee for that membership.

(f) *Commercial Membership*

Breeders of commercial Australian Lowline cattle who may own and be the registered owners of registered Lowline bulls only. While commercial members may not register any progeny, their bulls can be used as sires by Full, Junior and School members and those progeny may be registered. The annual subscription fee for commercial members will be the amount proposed by Council and approved by members at an annual general meeting. Commercial members may attend meetings but may not vote at these meetings or in any ballot of the Association.

(g) *Honorary Life Membership*

On recommendation of Council a general meeting of members may confer Honorary Life Membership on any member, who is a natural person, as recognition of especially meritorious service rendered to the Association.

(h) *Lifestyle Membership*

Any person/s wishing to have their ownership of registered Australian Lowline cattle recorded on the ALCA Database and has a herd of 8 or fewer registered or recorded Australian Lowlines may be admitted as a Lifestyle Member of the Association.

Lifestyle Members may own registered Australian Lowline stock and calf record their progeny under their herd ID. Lifestyle Members are entitled to all the benefits of the Full Membership other than the right to vote at any meeting or in any ballot of the Association, the right to nominate or hold office or to become a Certified Lowline Beef (CLB) Producer.

The right of a Lifestyle Member to register Australian Lowline stock is limited to the following conditions: An Australian Lowline animal which they have bred and have calf recorded may be upgraded to full registered status only if sold to a Full, Junior, School or Lifestyle Member and is subject to all conditions of registration being met and Council approval.



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History:

Rules 6(a), 6(b), 6(c), 6(d), 6(e), 6(f) reworded during the 2012-13 Constitutional Review.

6(d) Junior Membership altered from up to 26 years to up to 25 years during the 2012-13 Constitutional Review.

6(g) moved from rule 11 and reworded during the 2012-13 Constitutional Review.

All application fees and annual subscription fees will be recommended by Council and voted on by members at Annual General Meetings added during the 2012-13 Constitutional Review.

November 2018 – 6(d) Junior membership age range limited to between 8 - 21 years.

Rule 6(h) was added following Special Resolution Ballot Vote in June 2019

Rule 6 (c) Associate Membership, (f) Commercial Membership and (h) Lifestyle Membership – inclusion of the word “Australian” before “Lowline” to properly identify the breed name – 2021/2022 Constitutional Review

7. Admission to Membership

- (a) An applicant for membership of the Association must forward to the Secretary a signed application for membership on a form approved by the Council together with the application fee and the annual subscription.
- (b) As soon as is practicable after the receipt of such an application, the Secretary must refer the application to the Council which will either approve or reject the application.
- (c) Upon an application being approved by the Council, the Secretary must, with as little delay as possible:-
 - (i) notify the applicant in writing of approval of membership of the Association
 - (ii) enter the applicant’s name in the register of members

History:

Rules 7(a), 7(b), 7(c) reworded and other parts of Rule 7 moved during the 2012-13 Constitutional Review.

8. Annual Subscriptions

- (a) The annual subscription payable by members will be the amount proposed by the Council and approved by the members at an annual general meeting
- (b) Subscriptions will be due on the first day of July in each year.

History:

Rule 8(a) reworded and annual subscription fees will be recommended by Council and voted on by members at Annual General Meetings added during the 2012-13 Constitutional Review.

9. Levies

A Special General Meeting may from time to time strike a levy or levies on all members of the Association.

History:

Upper limit of \$50.00 removed during the 2012-13 Constitutional Review.



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10. Unfinancial Members

- (a) A member owing subscriptions, fines or levies for a period of one month after such first becomes due will be deemed unfinancial.
- (b) An unfinancial member will not be entitled:
 - (i) to any of the rights or privileges of membership; or
 - (ii) to hold any office in or to nominate any person for election to any office in or to vote or otherwise participate in any ballot or election in the Association; or
 - (iii) to vote or speak at any meeting of the Association; or
 - (iv) to receive any notification of any meeting of the Association.
- (c) An unfinancial member will remain liable to pay and must pay all subscriptions, fines and levies accruing or becoming payable by members of the Association during the period in which the member is unfinancial
- (d) An unfinancial member will regain status as a financial member from the date of payment of all subscriptions, fines and levies owing by the member.

History:

Minor rewording during the 2012-13 Constitutional Review.

11. Termination of Membership

Membership of the Association may be terminated:-

- (a) by resignation in writing delivered to the Secretary at least one (1) month before the date upon which the resignation is to take effect and upon payment of all moneys due and payable to that date;
- (b) in the case of a natural person automatically if that person dies;
- (c) if the member is expelled in accordance with Rule 13;
- (d) if the member fails to pay any subscriptions, fines or levies for a period of three (3) months after they became due for payment.
- (e) if a corporation, syndicate or partnership assigns, transfers or divests itself of no less than 75 per cent of its equity to another.

History:

Rules 11(b), 11(c), 11(d) added and 11(a) and 11(e) reworded during the 2012-13 Constitutional Review.

November 2018 – clauses 11(b)(ii), 11(b)(iii) and 11(c) removed.

Insertion of new Rule 11 (e) - where a significant proportion the corporate identity of the membership changes, then ALCA wishes to reserve the right to cancel the original membership and encourage the establishment of a new membership which properly reflects the changes undertaken and provides an acknowledgement and agreement from the changed corporate entity to comply with the Constitution, Rules and Regulations as well as adherence to the Code of Ethics – 2021/2022 Constitutional Review



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12. Dispute Resolution

A dispute between a member and another member (in their capacity as members) of the Association or a dispute between a member or members and the Association, are to be resolved as follows:-

- (a) within ten (10) days each party must prepare and deliver to the other a statement setting out the position of that party and its reason for adopting that position;
- (b) if as a result of the statement agreement can be reached the parties must prepare and sign a written statement of the terms agreed;
- (c) if no agreement is reached within thirty (30) days the dispute must be referred to an independent mediator to be agreed between the parties.
- (d) The Council may, by resolution, expel or suspend a member from the Association or may make such directions as to the conduct of a member of the Association, if after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven and the expulsion, suspension or direction is warranted in the circumstances.
- (e) If the Council expels or suspends a member or makes any direction directly affecting a member, the Secretary must within 7 days after the action is taken, cause a written notice to be given to the member of the action taken, of the reasons given by Council for having taken the action and of the affected member's right of appeal under Rule 14
- (f) The expulsion, suspension or the direction made does not take effect;
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13, whichever is the later.

History:

Rule 12 added during the 2012-13 Constitutional Review, as a provision of this nature is a requirement under the Act.

13. Disciplining Members

- (a) A complaint may be made to the Council by any person that a member:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution or the Regulations and By-Laws; or
 - (ii) has willfully acted in a manner prejudicial to the interests of the Association.
- (b) The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Council decides to deal with the complaint, the Council:
 - (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.



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- (d) The Council may, by resolution, expel or suspend a member from the Association or may make such directions as to the conduct of a member of the Association, if after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven and the expulsion, suspension or direction is warranted in the circumstances.
- (e) If the Council expels or suspends a member or makes any direction directly affecting a member, the Secretary must within 7 days after the action is taken, cause a written notice to be given to the member of the action taken, of the reasons given by Council for having taken the action and of the affected member's right of appeal under Rule 14.
- (f) The expulsion, suspension or the direction made does not take effect;
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 13, whichever is the later.

History:

Rule 13 renamed (previously part of "Misconduct of Members) and extensively reworded during the 2012-13 Constitutional Review, the wording now used follows the model constitution included in the Regulations.

Rewording of Rule 13 (d), (e), (f) - the only options previously available to Council were to either expel or suspend a member who is the subject of a complaint under Rule 13. The amendment will allow directions to be given to the parties where an expulsion or suspension is not warranted but some action should be taken. The rights of appeal to those directly affected are preserved - 2021/2022 Constitutional Review

14. Right of Appeal of Disciplined Member

- (a) A member may appeal to the Association in a general meeting against a resolution of the Council under Rule 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under Rule 14(a), the Secretary must notify the Council which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the Association convened under Rule 14(c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the Association.

History:

Rule 14 renamed (previously part of "Misconduct of Members) and extensively reworded during the 2012-13 Constitutional Review, the words are in accordance with the model constitution.



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15. Re-Admission to Membership

Before any natural person, corporation, syndicate, partnership or school or partnership who or which has resigned from or been expelled from the Association may be readmitted to membership they must pay all moneys due and payable at the time of cessation of their membership.

History:

Rule 15 was previously Rule 13 and was reworded during the 2012-13 Constitutional Review.

Rule 15 – inclusion of the words “syndicate, partnership or school” to correct the previous omission of syndicates and schools – 2021/2022 Constitutional Review

16. Register of Members

- (a) The Secretary must establish and maintain a register of members recording the full name, address and date of entry of the name of each member and such other particulars as the Council may from time to time require.
- (b) Upon the termination of the membership of a member for any reason, the Secretary must record the date on which the member ceased to be a member in the register of members.
- (c) The register of members must be kept:-
 - (i) At the main premises of the Association; or
 - (ii) If the Association has no premises, at the Association’s official address.
- (d) The register of members must be open for inspection free of charge by any member at any reasonable hour.
- (e) A member may obtain a copy of any part of the register on payment of such fee (not being more than \$1.00 per page copied) which is proposed by the Council and approved by the members from time to time.
- (f) If a member requests that any information contained on the register (other than the member’s name) not be available for inspection that information must not be made available for inspection.
- (g) A member must not use information about another member obtained from the register to contact or send material to that other member other than for the purposes of sending the other member:-
 - (i) a newsletter;
 - (ii) a notice in respect of a meeting or other event relating to the Association; or
 - (iii) other material relating to the Association.

History:

Rule 16(e), 16(f), 16(g) added and the rest of Rule 16 reworded during the 2012-13 Constitutional Review.

PART B - MANAGEMENT

17. Officers

The Officers of the Association will be the President, Vice President, Treasurer and Secretary.

History:

Senior and Junior Vice President changed to Vice President, Secretary added during the 2012-13 Constitutional Review.



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18. Council Composition

- (a) The Council will consist of eight Councillors each of whom is to be elected by the financial full members and honorary life members.
- (b) The standard term for Councillors will be two (2) years with half the Council being elected in any one year.
- (c) Councillors may nominate for re-election at the end of their term.
- (d) Where all Councillors have been elected at the same time four (4) Council positions must be vacated at the end of one (1) year with those positions to be determined by ballot of council if agreement cannot otherwise be reached. The remaining positions must be declared vacant at the end of the following year.
- (e) Councillors will elect the officers of the Association for the following twelve (12) months at the first meeting of Council held after each election.
- (f) No Councillor may hold the same office for more than four (4) consecutive years.
- (g) If the President ceases to be a member of Council during the term for which he/she has been elected the Vice President will succeed to office of President.
- (h) If any vacancies occur between elections or there are insufficient nominations at any election the remaining Councillors must appoint qualified members to the unfilled Councillor positions within three (3) months. Any such appointees will hold office for the balance of the term of the Councillor which he/she was appointed to replace.
- (i) If the President is not re-elected he/she may occupy the position of Immediate Past President. An Immediate Past President may attend meetings of Council in an advisory position and may be heard but not vote.
- (j) The Executive Officer may attend Council Meetings and be heard but not vote.
- (k) In the event that the Public Officer of the Association appointed pursuant to these Rules is not a member of the Council of the Association he/she may attend meetings of Council and may be heard but not vote.

History:

Reference to the members of the first Council has been removed. Otherwise, rule 18 was reworded during the 2012-13 Constitutional Review.



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19. Council Powers

Subject to the Act, the Regulations and these rules and to any resolution passed by the Association in general meetings the Council:-

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association other than those functions required by this Constitution to be exercised by a general meeting of members; and
- (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

History:

Rule 19 was reworded during the 2012-13 Constitutional Review.

20. Council Meeting

- (a) The Council must meet at least four (4) times each year at such times as it determines provided that the President or the Secretary may at any time call a meeting of the Council and must call such a meeting if requested to do so by not less than one-third of the members of the Council.
- (b) A quorum at any meeting of the Council will be five (5) members of the Council present in person.
- (c) Meetings may be held by telephone, electronic media or in such other way as Council determines and which allows participation by all Councillors.
- (d) Except in the case of urgent matters requiring immediate attention the Secretary must send notice of the meeting, together with copies of all relevant information, to all Councillors at least one (1) week before the date appointed for holding the meeting.
- (e) The notice of meeting must specify the general nature of the business to be transacted at the meeting and no other business is to be transacted at the meeting except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (f) No business may be transacted by the Council at any meeting unless a quorum is present.
- (g) Notwithstanding Rule 20(f), if the number of members of Council falls below the number necessary for a quorum the remaining members:-
 - (i) may take any decisions necessary for the continuing administration of the Association;
 - (ii) must call for nomination from the membership to fill any vacant positions as soon as it is reasonably practicable;



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- (iii) may appoint additional Council members from the persons nominated pursuant to Rule 18(h).

History:

Rule 20 extensively reworded during the 2012-13 Constitutional Review.

November 2018 – 20(d) reduced to one-week notice.

21. Election of the Members of the Council

- (a) Not less than seventy (70) days before the date fixed for the Annual General Meeting the Secretary must call for nominations of candidates for election as Councillors from all financial full members and honorary life members.
- (b) The notice calling for nominations may be sent by post, emailed or such other method of delivery to members as may be approved by Council and must advise the number and nature of the positions to be filled.
- (c) Nominations for candidates for election as Councillors must be in writing and:-
 - (i) include the names and stud names of the candidate, proposer and seconder;
 - (ii) be delivered to the Secretary not less than forty two (42) days before the date fixed for the Annual General Meeting.
- (d) If the number of nominations received is equal to the number of vacancies on the Council the candidates will be deemed to be elected.
- (e) If the number of nominations received is greater than the vacancies on the Council the Secretary must at least thirty five (35) days before the date fixed for the Annual General Meeting send ballot papers to all full financial members and honorary life members.
- (f) Completed ballot papers must be received by the Secretary at least seven (7) days before the date fixed for the Annual General Meeting in order to be included in the ballot.
- (g) The Secretary must appoint an independent Returning Officer to open and count the ballot papers.
- (h) The result of the election will be declared at the Annual General Meeting.

History:

Rule 21 altered and reworded to permit extra time for members to nominate candidates for election and to consider their votes during the 2012-13 Constitutional Review.



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22. Duties of Officers and Councillors

- (a) The President, or in the President's absence the Vice President, is to preside as Chairperson at each general meeting of the Association;
- (b) If the President and the Vice President are absent or unwilling to act the members present must elect one of their number to preside as Chairperson at the meeting.
- (c) The Treasurer must:
 - (i) ensure that all monies received on behalf of the Association are paid into such bank or financial institution as the Council may from time to time decide;
 - (ii) keep a correct record of the financial transactions of the Association;
 - (iii) report to each meeting upon the financial status of the Association; and
 - (iv) present to the Annual General Meeting of the Association a balance sheet and financial statement as to the financial affairs of the Association since the preceding Annual General Meeting.
- (d) The Secretary must:
 - (i) As soon as practicable after being appointed lodge notice with the Association of his or her address;
 - (ii) keep minutes of:-
 1. All appointments of office bearers and members of the Council;
 2. The names of members of the Council present at a Council meeting or a general meeting;
 3. All proceedings at meetings and general meetings.
 - (iii) Ensure minutes of proceedings at a meeting are signed by the Chairperson of the meeting or the Chairperson of the next succeeding meeting.
- (e) All members of Council must:-
 - (i) have regard to the objects of the Association and the Rules, By-Laws, Policies and Procedures of the Association;
 - (ii) use their best endeavours to implement the majority decisions of Council;
 - (iii) not place personal interests before the interests of the Association.
- (f) Council may appoint a person as the Executive Officer to perform such of the duties of the Secretary and/or Treasurer as the Council may determine from time to time

History:

Rule 22 includes Rule 23, Secretary and was reworded during the 2012-13 Constitutional Review.



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23. Resignation or Removal from Office

An officer or ordinary member of the Council will cease to hold such office if:

- (a) he/she or the member he/she represents ceases to be a financial full member or honorary life member of the Association; or
- (b) he/she resigns from office by notice in writing given to the President or the Secretary; or
- (c) he/she is removed from such office by resolution of a Special General Meeting of members of the Association provided that such person shall be given not less than fourteen days notice in writing of the intention to move such a resolution and shall be entitled to attend such meeting and to be heard
- (d) he/she is absent without the consent of the Council from three (3) consecutive meetings of the Council

History:

Rule 23 reworded during the 2012-13 Constitutional Review. November 2018 – 23(b) removed.

24. General Meetings

- (a) The Annual General Meeting of the Association must be held during the months of August, September, October or November in each year.
- (b) In addition to any other business which may be transacted at an Annual General Meeting:-
 - (i) confirmation of the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
 - (ii) reports from the Council on the activities of the Association during the preceding financial year;
 - (iii) the election of Councillors;
 - (iv) submission of financial statements of the Association for consideration by members including forecast income and expenditures for the following financial year;
 - (v) consideration of Fee Schedules recommended by Council.
consideration of a qualified and independent auditor recommended by Council.
- (c) A Special General Meeting of the Association must be called:
 - (i) upon request made to the President by not less than ten (10) financial full members and/or honorary life members of the Association, provided that such request is in writing and specifies the reason(s) for such meeting; or
 - (ii) by resolution of the Council.
- (d) Any Annual or Special General Meeting must be called by the Secretary or such Officer as the Council may decide.
- (e) The place, date and time of any such meeting will be decided by the Council.



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- (f) A Special General Meeting may deal only with the business for which it has been called.
- (g) No item of business may be transacted at any general meeting unless a quorum of members entitled to vote under these Rules is present in person during the time when the meeting is considering that item.
- (h) Ten (10) financial full members and/or honorary life members present in person will constitute a quorum for the transaction of the business of any general meeting.
- (i) If, within half an hour after the appointed time for the commencement of any general meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of members, will be dissolved.
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place (unless another time or place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned).
- (j) If a quorum is not present at the adjourned meeting within half an hour after the time appointed for the commencement of the meeting, the meeting will be dissolved.
- (k) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (l) Where a meeting is adjourned for thirty-five (35) days or more, a fresh notice of the adjourned meeting must be given as in the case of the general meeting.
- (m) Except as provided in Rules (k) or (l) of this Rule, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

History:

Rule 24 reworded during the 2012-13 Constitutional Review

25. Voting

- (a) at any general meeting each financial full membership or honorary life member of the Association is entitled to one vote;
- (b) each financial full membership or honorary life member may appoint a proxy by written notice in the form set out in Schedule B to these Rules delivered to the Chairperson or the Secretary before the commencement of the meeting;
- (c) a question arising at any meeting of the Association is to be determined by either:-
 - (i) a show of hands; or
 - (ii) a written ballot on the motion of the Chair or if two (2) or more members present so request.



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- (d) Proxies may only be counted on a written ballot;
- (e) If the question is to be determined by a show of hands, the Chairperson will declare that a resolution has been carried or carried unanimously or carried by a particular majority or lost. An entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (f) If the question is to be determined by a written ballot the ballot must be conducted in accordance with the directions of the Chairperson.

History:

Rule 25 expands on the use of proxy votes and was reworded during the 2012-13 Constitutional Review.

Rule 25 (a), (b) – removal of the word ‘member’ & replaced with ‘membership’ In Rule 25(a) & (b). The deletion of the word “member” is to reinforce that where a membership may include several family members, only one vote is applicable – 2021/2022 Constitutional Review

26. Postal or Electronic Ballots

- (a) the Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under Rule 14);
- (b) a ballot must be conducted in accordance with Schedule 3 to the Regulations (Conduct of postal or electronic ballots) but subject to Rule 28.

History

Rule 26 added during the 2012-13 Constitutional Review.

November 2018 – updated to include electronic ballots.

27. Notice

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least twenty eight (28) days before the date fixed for the holding of the general meeting, cause to be sent to the email address of each member at the member’s address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Members without an email address will be sent a hard copy by prepaid post.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least forty two (42) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Rule 27(a) specifying, in addition to the matters required under Rule 27(a), the intention to propose the resolution as a special resolution.



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- (c) No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 24.
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

History:

Notice of meeting extended from 14 days to 28 days and notice of special resolution extended from 21 days to 42 days during the 2012-13 Constitutional Review. November 2018 – 27(a) updated to allow Notice by email.

27. Special Resolution

- (a) A resolution is a “special resolution” if it is passed:-
 - (i) at a meeting of the Association of which notice has been given to members no later than forty two (42) days before the date on which the meeting is held: or
 - (ii) in a postal or electronic ballot;
and is supported by at least three quarters of the votes cast by members who under the Constitution are entitled to vote on the proposed resolution.
- (b) A notice for a Special Resolution must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a “special resolution”;
- (c) An issue requiring special resolution must be determined by postal or electronic ballot if at least ten (10) financial full members and/or honorary life members request in writing that it be so determined.

History:

Notice of special resolution extended from 21 days to 42 days and Rule 28 reworded during the 2012-13 Constitutional Review.



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

PART C – FINANCES

29. FUNDS

- (a) The funds of the Association are to be derived from annual subscriptions, donations, fines, levies and, subject to any resolution passed by the Association in general meeting, such other sources as the Council from time to time determines.
- (b) Monies of the Association may only be disbursed upon a resolution of Council or a general meeting of members of the Association provided prior authorisation by Council or a general meeting will not be necessary before cheques are signed or payment made for purposes reasonably incidental to the general administration of the Association.
- (c) All cheques or withdrawals of any funds of the Association from any bank or other account must be signed or authorised by any two (2) authorised signatories.
- (d) The Treasurer must submit to Council a detailed statement listing receipts and payments for and on behalf of the Association since the last Annual General Meeting at each meeting of Council and in any event at least every three (3) months.

History:

Rule 29(d) added and the rest of Rule 29 reworded during the 2012-13 Constitutional Review.

30. Auditor

- (a) A qualified and independent auditor must be appointed annually at the Annual General Meeting.
- (b) The auditor must inspect and review the account records of the Association in respect of each financial year and must report in respect of that year to the Council.
- (c) The auditor will have power to place before the Council any suggestion concerning the financial affairs of the Association.

History:

Auditor recommended by Council to AGM and appointed by voting members. Rule 30 reworded during the 2012-13 Constitutional Review.

November 2018 – 30(b) clarified that scope of Audit is to review.



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

PART D - GENERAL

31. Seal

- (a) The common seal of the Association must be kept in the custody of the Secretary.
- (b) The common seal may not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures of any two (2) Officers of the Association except for the purpose of authorising the common seal upon Registration Certificates where the affixing of the seal may be attested by the Executive Officer or Secretary alone.

History:

Rule 31 reworded during the 2012-13 Constitutional Review.

32. Custody and Inspection of Books

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his/her custody or under his or her control all books, documents and securities of the Association.
- (b) All books, documents and securities of the Association may be made available for inspection by any financial full member of the Association upon such member giving the Secretary 72 hours notice of his/her desire to inspect the same.
- (c) A copy of any document available for member viewing under section 32(b) of this Constitution must be forwarded to any financial member of the Association within 10 days of such member giving the Secretary notice of his/her desire to obtain the same.
- (d) A fee covering the cost of this service may be charged according to rates to be set from time to time by the Council.
- (e) The minutes of all Council meetings must be made available to members within 48 hours of their ratification by Council.
- (f) Where issues of personal privacy or commercial sensitivity are seen to apply to an agenda item the Council may decide not to circulate the section of the minutes pertaining to that item but that decision must form part of the published minutes described in Rule 32(e).

History:

Minor rewording during the 2012-13 Constitutional Review.



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

33. Affiliations

The Council may affiliate the Association with such other organisations as may be appropriate to the welfare of the Association.

History:

No change during the 2012-13 Constitutional Review.

34. By-Laws

- (a) The Association may from time to time by a Special Resolution make such By-Laws as it deems fit for and in respect of the operation of the Australian Lowline Cattle Association and the breeding, registration, sale and purchase of Australian Lowline cattle, embryos and semen.
- (b) The By-Laws will remain in force until amended, rescinded or otherwise pursuant to Rule 34(a).
- (c) Any alteration by the Association to the By-Laws must be notified to each member of the Association within no more than thirty (30) days.

History:

Rule 34 renamed (was “Regulations”) and reworded during the 2012-13 Constitutional Review.

35. Dissolution

On the winding up or dissolution of the Association any property which remains after payment of its debts and liabilities may not be paid to or distributed among the members of the Association but must be transferred to another institution or institutions having similar objects to the Association and which prohibits the distribution of its income and property among its members.

History:

Rule 35 reworded during the 2012-13 Constitutional Review.

36. Alterations to Statement of Purposes and/or Rules

The Objects of the Association and these Rules may not be altered except in accordance with the provisions of the Act.

History:

Rule 36 reworded during the 2012-13 Constitutional Review.



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

37. Promotion Groups

- (a) Promotion Groups are an integral part of the Association, with Promotion Groups in Australian States and in New Zealand's North and South Islands, where there are Association members. Additional promotion groups may be formed in other countries or regions with the approval of the Association.
- (b) Financial members of the Association automatically become members of the Promotion Group in their State, Region, Country or Area and other interested people can be invited.
- (c) to join at the discretion of the Promotion Group.
- (d) The functions of Promotion Groups are to provide a support network for Australian Lowline members, promotion of the breed of Australian Lowline Cattle and the furtherance of the objects of the Association.
- (e) The conduct and administration of the affairs of a Promotion Group will be governed by the By-Laws of the Association.

History:

Rule 37 replaces Rule 36 of the April 2012 Constitution and has been reworded to reflect the automatic membership model for Promotion Groups during the 2012-13 Constitutional Review.

38. Use of Association Logo

No member of the Association shall use the logo, registered trademarks or any other emblem of the Association in a manner that has not previously been approved by the Council.

History:

Rule 38 reworded during the 2012-13 Constitutional Review.

History:

Title Case amendments within the Constitution of the Australian Lowline Cattle Association - 2021/2022 Constitutional Review -

Amend the word "Council" to "Council" where appearing in Rule -13(a); 13(b); 13(c); 13(c)(ii); 13(d); 13(e); 14(a); 14(c); 14(d)(ii); 20(e); and 20(f).

Amend the word "constitution" to "Constitution" in Rule 13(a)(i).

Amend the word "association" to "Association" where appearing in Rule – 13(a)(ii); 13(d); 16(g)(iii); 19(c) and 20(g)(i).

Amend the word "secretary" to "Secretary" where appearing in Rule- 13(e); 14(a) and 14(c).

Amend the word "Candidate" to "candidate" in Rule 21(d).



**AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED
CONSTITUTION AND RULES**

SCHEDULE A TO THE CONSTITUTION

Effective from 18th November 2022, the date registered by NSW Fair Trading

STANDARD FOR AUSTRALIAN LOWLINE CATTLE

TABLE OF CONTENTS

1. General
2. Colour
3. Horns
4. Conformation
5. Weight and Size
6. Disposition

History:

Schedule A was first applied from 8 August 1992. Amended versions effective from November 1998 then March 2002 then September 2005. Almost all of the contents of the previous Schedule A has been moved to the By-Laws during the 2012-13 Constitutional Review.

The new Schedule A was the previous Schedule B.



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED

CONSTITUTION AND RULES

STANDARD FOR AUSTRALIAN LOWLINE CATTLE

1. General

Australian Lowline cattle are pure beef cattle descended directly from the Angus herds of the NSW Department of Agriculture. They are compact beef animals displaying all the characteristics of the traditional Angus breed. Registered Australian Lowline cattle can trace their parentage to the Foundation Herd Book, initially by blood typing and now by DNA testing.

History:

Minor rewording during the 2012-13 Constitutional Review.

2. Colour

The dominant coat colour of the Australian Lowline Cattle is wholly black. Some Australian Lowline may be wholly red coated. A little white is not uncommon and should not be disqualifying so long as it is restricted to the area of the scrotum or the udder. This white patch should not extend further forward than halfway between the scrotum or udder and the navel on the underbelly only.

History:

Minor rewording during the 2012-13 Constitutional Review. Wording amended 27 May 2015

3. Horns

All Australian Lowline cattle are naturally polled.

History:

No change during the 2012-13 Constitutional Review.

4. Conformation

Australian Lowline cattle should display such characteristics as are common to all British beef breeds, including but not limited to the following:-

- The Lowline phenotype is designed primarily to produce quality beef;
- They are set squarely on sound feet and legs, with an easy gait;
- Head – a strong wide muzzle with no under or over shot jaws;
- Eyes – well hooded and spaced;
- Ears – set at 10 o'clock and 2 o'clock;
- Strong backline – supporting a good barrel and heart room;
- Tail set – a smooth continuation of the backline;
- Skin and hair condition will reflect general health and environment conditions;



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

- Bulls – masculine and virile with strong libido. The penis should be at an angle of approximately 25 degrees from the horizontal and with a retracted prepuce. Testicles to be evenly sized reflecting the age of the bull with no rotation and neither held high and close to the body or too low.
- Females – should exhibit femininity and evidence of fertility, through a history of regular calving depending on the age of the animal. The udder should be well balanced with good attachment and teats of moderate size and shape.

History: No change during the 2012-13 Constitutional Review.

5. Weight and Size

Judgement should be based on conformation, health and condition rather than size.
Australian Lowline cattle have traditionally been of moderate frame size.

History:

No change during the 2012-13 Constitutional Review.

November 2018 – reference to measurements replaced with generic statement on size.

6. Disposition

Docility is an important feature of all Australian Lowline cattle.

History:

No change during the 2012-13 Constitutional Review.



**AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED
CONSTITUTION AND RULES**

SCHEDULE B TO THE CONSTITUTION

FORM OF PROXY

I/We,.....,

of

am/are a Financial Full Member/Honorary Life Member of the Australian Lowline Cattle Association.

I/We appoint as my/our proxy

of

or failing him or her,

of

or failing him or her the chairman of the general meeting of the Association to be held

on at am/pm to vote for

me/us at the meeting and at any adjournment of it.

This form is to be used in accordance with the directions below:

Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

RESOLUTION	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

INSTRUCTIONS

To direct the proxy to cast the votes covered by this instrument in a particular manner place a tick or a cross in the relevant box.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

DATED:

.....
Signature of Member

.....
Signature of Member



AUSTRALIAN LOWLINE CATTLE ASSOCIATION INCORPORATED CONSTITUTION AND RULES

HISTORY OF THE ASSOCIATION CONSTITUTION AND RULES

1. October 1992 – First Constitution registered by NSW Fair Trading
2. 1995 – Constitution amended
3. 2011 – Clause 27 Part B of Constitution amended
4. 2012 – Constitution amended
5. 2013 – Constitution amended and registered by NSW Fair Trading 27 September 2013
6. 2015 – Constitution amended and registered by NSW Fair Trading 27 May 2015
7. 2018 – Constitution amended and registered by NSW Fair Trading 8 January 2019
8. 2019 – Constitution amended to include Lifestyle Membership. Registered by NSW Fair Trading 23rd July 2019
9. 2022 – Constitution amended and registered by NSW Fair Trading 18 November 2022

HISTORY:

History of the Association Constitution and Rules No. 8 – spelling correction of the word ‘amended’