



ULTRAWHITE

Sheep Breeders Association of Australia Inc.

Statement of Purposes

The name of the Association shall be “UltraWhite Sheep Breeders Association of Australia Incorporated”.

The purposes of the Association are:

- a. To encourage the breeding of UltraWhite sheep and to develop and promote the ongoing improvement of the breed in Australia.
- b. To collect, record and publish information, received annually in a statutory declaration from registered breeders, relating to UltraWhite sheep in Australia.
- c. To consider all questions affecting the interests of breeders of UltraWhite sheep.
- d. To encourage, promote and carry out research into better methods of animal husbandry and genetics and thereby promote the development of the agricultural resources of Australia in general and the development of UltraWhite sheep in particular.
- e. To invest and deal with monies of the Association as may from time to time be determined in such a manner as are incidental or conducive to the attainment of the above purposes or any of them.

Rules

1. Membership

Any person interested in UltraWhite sheep may apply for membership of the Association under one of the three categories listed below:

a. **Full Membership:**

The owner of each flock registered with the Association shall be a Full Member of the Association so long as the flock remains registered. A Full Member which is a company or partnership must, and a Full Member who is an individual, may appoint in writing a natural person as the nominee of that Full Member to exercise all the rights to which a Full Member is entitled under these Rules for so long as he or she remains the nominee, including the right to be elected to any position within the Association and its Committees. If more than one natural person is nominated by a Full Member, the Full Member must state the order of precedence of those nominees. The rights of the Full Member can only be exercised by one person on any one occasion or at any one meeting, and the person with the higher precedence on the nomination may exercise the rights to the exclusion of all other nominees. A member may change a nominee but a nominee who is elected to any body or a position within the Association shall not cease to hold office because he ceases to be a nominee. A Full Member, who is an individual, cannot exercise any of the rights of a member if a nominee has been appointed until the appointment is cancelled in writing.

b. Associate Membership:

An associate member shall receive a copy of any Association newsletters/magazines and shall have the right to attend all meetings but shall not have the right to vote or stand for election.

A person eligible for Full Membership or Associate Membership may be admitted to membership of the appropriate category by the Secretary on receipt of a written request to become a member and subject to complying with Rule 16.

A member of the Association who has paid all the moneys due and payable by that member to the Association may resign from the Association by sending notice to the Secretary. Upon receipt of such notice the Secretary shall, if satisfied that all moneys due and payable have been paid, remove the member's name from the register.

2. Register of Members

The Secretary shall maintain the register of members of the Association which shall be available for inspection by the members in electronic format or at the office of the Association by appointment.

3. Board

- a. The affairs of the Association shall be administered by the Board which shall comprise the President, the Immediate Past President and Vice President of the Association and a minimum of four (4) up to a maximum of six (6) other board members.
- b. Subject to Rule 1 (a) All Full Members shall be eligible for election to the Board.
- c. No more than three (3) Board Members from any one Australian state or territory, including office bearers, shall be eligible for election to the board
 1. An Australian state or territory having one or more Full Members, shall have a nominated member elected to the board, if a member from that state or territory has been nominated.
- d. Board Meetings will be held at such time and place as the Board shall decide. Meetings may be held by telephone linkup, video conference or other platforms as agreed by the Board. The procedure at meetings of the Board shall be determined by the Board.
- e. Five (5) members of the Board shall constitute a quorum at any meeting.
- f. The Board may appoint a Secretary and Treasurer (both non-voting). The election of the Secretary will take place at the first Board meeting immediately following the Annual General Meeting.
- g. A Board Member may vote in person or by proxy at a Board meeting of the Association.; the proxy shall be in or to the effect of the form set out in Appendix Two and must be received at the office of the Secretary at least forty-eight hours before the notified time for the commencement of the meeting.

4. Elections

All Board Members shall be elected by members for a two (2) year term commencing at the first Board meeting after the Annual General Meeting of the Association.

From the 2025 Annual General Meeting, the Election of Board Members shall be staggered such that approximately half the Board shall retire and be eligible for re-election in one year, and the remaining half shall retire and be eligible for re-election the following year. The Board shall determine which members retire first in order to initiate the staggered cycle. Thereafter, Board members shall continue to serve two-year terms, with half the Board elected each year.

Elections will be held annually in the following manner:

- a. The election of vacant positions shall be held at the Annual General Meeting.
- b. Any two members of the Association shall be at liberty to nominate any other member to serve as a Board Member, subject to Rule 3.c.
- c. The nomination form must be signed by the nominee and the two nominators and all three must be Full Members of the Association. The nomination form must be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the re-election is to take place.
- d. Retiring members shall be deemed to have nominated unless they notify the Secretary in writing to the contrary before the closure of nominations.
- e. Voting, if nominations exceed the number of vacancies available, will be by a simple majority in a secret ballot.

5. Members of the Board

- a. The President, Immediate Past President and the Vice President shall be members of the Board.
- b. The President and Vice President shall be elected by and from the Board at its first meeting following the Annual General Meeting.
- c. No President shall serve for more than 3 consecutive years unless 75% of Board Members present in person agree by vote.
- d. The Board shall determine the method of voting to be used to elect Office Bearers and may change it from year to year if it desires.
- e. The President, Vice President and two other members of the Board shall constitute the Board Executive which shall have all the powers of the Board between Board Meetings.
- f. A meeting of the Board Executive may be convened by either the President or by two members acting jointly.
- g. Board Executive members shall hold office until the first Meeting of the Board after the next Annual General Meeting.
- h. A meeting of the Board Executive may be held with the members present in person or communicating by telephone link-up or other means of communication by which all persons participating in the meeting are able to hear the entire meeting and be heard by all other persons attending the meeting.

- i. A person may cease to be a Board Member if that person or the member of which that person is a nominee:
 - Ceases to be a member of the Association:
 - Becomes an insolvent under administration:
 - Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health:
 - Resigns by notice in writing to the Association:
 - Is absent without the consent of the Board from all meetings of Board held during a period of one (1) year.

6. Board Duties

The Board shall:

- a. have control and management of income and expenditure. In this respect all income and property shall be applied solely towards promotion of the purposes of the Association.
- b. promulgate the Annual Statement of income and expenditure, together with the Presidents Annual Report to all members of the Association.
- c. cause to be compiled and published the Association's Flock Register.
- d. decide on all matters relating to the registration and entry of sheep in the Flock Register and such decisions shall be final.
- e. administer all of the affairs of the Association in accordance with the Statement of Purposes and Rules and Regulations of the Association.

7. Annual General Meeting

The Annual General Meeting shall be held each year at a time and place to be determined by The Board.

8. Special General Meetings

It shall not be necessary to hold any general meeting other than the Annual General Meeting in any year unless the President or the Board at its discretion determines to convene a special general meeting or a requisition for a general meeting is received by the President or the Secretary signed by at least half of the Association's membership including Full Members, Members without Flocks and Associate Members.

9. Procedure for annual and special general meetings:

- a. Subject to Rule 19, at least 30 days' notice in writing shall be given to all members of the date, time and place of any annual or special general meeting.

- b. Any motion other than a motion to amend the Rules and Regulations or to change the name of the Association or to wind it up may be proposed at the Annual General Meeting without notice.
- c. No business shall be considered at a special general meeting other than the business set out in the notice of meeting.
- d. The quorum at the Annual General Meeting shall be 5
- e. The quorum at the special general meeting shall be 6
- f. The President shall preside at all the general meetings of the Association. If the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be entitled to take the chair at the meeting, or otherwise the members shall elect one of their number to preside at the meeting.
- g. The person presiding may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting.
- h. At any general meeting, a resolution put to the vote shall be decided on a show of hands or by ballot.
- i. A Full Member may appoint another Full member as that member's proxy. The proxy shall be in or to the effect of the form set out in Appendix One and must be received at the office of the Secretary at least forty-eight hours before the notified time for the commencement of the meeting.
- j. A Full Member may vote in person or by proxy at a general meeting of the Association.
- k. At the Annual General Meeting, an Auditor shall be appointed.

10. Secretarial Duties

The Secretary shall:

- a. work with the Board and members to advance and uphold the Rules and Regulations of the Association
- b. receive all moneys and bank same as directed by Board
- c. disburse Association money as The Board directs, keeping proper account of all transactions; prepare the annual financial statements and have it duly audited for submission at the Annual General Meeting
- d. keep full and accurate minutes of all meetings and shall have custody of all books, documents and securities of the Association
- e. be the corresponding and recording officer of the Association
- f. supervise the compilation, printing and distribution of the Flock Register
- g. maintain and update the Association website.

11. Records

- a. Members may on request inspect free of charge –
 - the register of members.
 - the minutes of general meetings.
 - subject to subrule (b), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- b. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- c. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- d. Subject to subrule (b), a member may make copies of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- e. For purposes of this rule – relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –
 - its membership records.
 - its financial statements.
 - its financial records.
 - records and documents relating to transactions, dealings, business or property of the Association.

12. Financial Year

The financial year of the Association shall end on the 31st of March each year.

13. Funds

The funds of the Association shall be derived from subscriptions, levies and payment for such other services as the Board determines.

14. Joining Fees:

Joining Fees for Full Members shall be decided as the Board shall from time to time determine.

15. Subscriptions

The annual subscription shall be decided by The Board and shall be due and payable by the 31st of May each year.

16. Unfinancial Members

A member of any category shall cease to be a member of the Association 30 days after that member is notified in writing that the subscription is in arrears unless within that time the subscription is paid.

17. Interpretation

The Rules and Regulations shall be binding on all members. Any disputes or questions arising therefrom shall be decided by the Board, whose decisions shall be final.

18. Alteration to the Statement of Purpose and Rules

The Statement of Purpose and Rules of the Association shall not be altered unless:

- a. Notice of the proposed alteration including notice that it is proposed as a special resolution shall have been given by the Secretary to each and every member at least 30 days prior to the Annual General Meeting or special general meeting convened by the Board at which the motion is to be considered.
- b. Motion is approved by 75% of members voting in person or by proxy at the meeting.

19. Regulations

The Board shall have the power from time to time to make, vary and repeal Regulations for the proper governance of the breed of UltraWhite sheep.

20. Winding-up of Association

If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other institutions or institution having purposes similar to the purposes of this Association or alternatively a not for profit organisation which provides services to farming communities (for example, Blaze Aid) and which will prohibit the distribution of its or their income or property among its or their members, such institutions or institution to be determined by the members of the Association at or before the time of dissolution or in default thereof by a person appointed for that purpose by the Commonwealth Minister responsible for primary industry.

21. Application of Income

The income/profits and property of the Association whence ever so derived shall be applied solely towards the promotion of the purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Association, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any member thereof or other person in return for any services actually rendered to the

Association, nor prevent the payment of interest on money borrowed from any member of the Association for any of the purposes of the Association.

22. Disputes and mediation.

- a. The grievance procedure set out in this Rule applies to disputes under these Rules between –
 - a member and another member, or
 - a member and the Association.
- b. The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting or if the party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d. The Mediator must be –
 - a person of agreement between parties; or
 - in the absences of agreement –
 - In the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of WA (Department of Justice)
- e. A member of the Association can be a mediator.
- f. The mediator cannot be a member who is party to the dispute.
- g. The parties must, in good faith, attempt to settle the dispute by mediation.
- h. The mediator, in conducting the mediation, must –
 - give the parties to the mediation process every opportunity to be heard; and
 - allow due consideration by all parties of any written statement submitted by any party; and
 - ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- i. The mediator must not determine the dispute.
- j. If the mediation process does not result in the dispute being resolved the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

23. Discipline

- a. The Board reserves the right to take whatever action it deems fit against a member including expulsion or a fine not exceeding the amount fixed under the Associations Incorporated Regulations if:

- The annual return is not in by the due date or is false and misleading in any material particulars.
 - Inspection reveals breeding and management of the member's flock is to the detriment to the good name of the Association.
 - any other of the Rules or Regulations of the Association are contravened.
- b. The decision of The Board to discipline a member shall be final and no appeal to a general meeting shall be permitted
- c. Before any decision in relation to discipline is made by the Board, the member concerned shall have the right after reasonable notice to appear before the Board to show cause why he or she should not be disciplined. The notice to the member must specify the allegation against the member and must include a warning that the Board has the power to expel a member.
- d. A flock shall be deregistered upon the expulsion of its owner as a member of the Association or if membership is terminated in accordance with Rule 17.

24. Appendix One

I.....

of.....

being a Full Member of the UltraWhite Sheep Breeders Association of Australian Inc.

APPOINT AS MY PROXY

.....

of.....

being a Full Member of the Association to vote for me on my behalf at the General Meeting of the Association to be held on /...../.....

and at any adjournment of that meeting.

*My proxy is authorised to vote on

Resolution 1..... *For *Against.....etc.

Signed..... Dated

*NOTE: The Proxy form must be in the hands of the Secretary at least forty-eight hours before the commencement of the Meeting at which it is to be used.

25. Appendix Two

Proxy for Board Meeting

I.....

of.....

Being a Board Member of the UltraWhite Sheep Breeders Association of Australian Inc

APPOINT AS MY PROXY

.....

of.....

being a Board Member of the UltraWhite Sheep Breeders Association of Australian Inc to vote for me on my behalf at the Board Meeting of the Association to be held and on /...../..... and at any adjournment of that meeting.

My proxy is authorised to vote on –

- 1. at his/her discretion
- 2. the following list of Board Agenda items.

Resolution 1..... *For *Against.....etc.

Signed..... Dated

*Note: The Proxy must be filled in to be valid. A proxy form must be in the hands of the Secretary at least forty-eight hours before the commencement of the Meeting at which it is to be used