

**CONSTITUTION OF THE
AUSTRALIAN SOCIETY OF ANIMAL PRODUCTION
(INCORPORATED)**

*Including amendments passed up to and including the
28th Biennial General Meeting, Armidale July 2010*

I NAME

The name of the Society is the Australian Society of Animal Production Incorporated.

II FORM OF THE SOCIETY

The Society shall consist of a Federal Council and Branches.

III DEFINITIONS

In this Constitution unless the contrary intention appears:-

- (i) The 'Act' means the Associations Incorporation Act 1956 -1965 as amended from time to time.
- (ii) The 'Society' means the Australian Society of Animal Production Incorporated.
- (iii) The 'Council' means all the members of the Federal Council of the Society appointed under the Constitution to conduct the affairs of the Society,
- (iv) The 'Seal' means the common seal of the Society.

IV OBJECTS

The objects for which the Society is established are:-

- (i) To promote the advancement and further interests of animal production in Australia,
- (ii) To promote and encourage the interchange of ideas in the field animal production throughout Australia and with overseas countries,
- (iii) To hold periodical meetings of members at which papers shall be read and discussed, as shall be determined by the Council of the Society.
- (iv) To produce such publications as may be considered desirable,
- (v) To encourage and reward advances in animal production in such a manner as may be desirable and as may from time to time be determined.

V POWERS

The Society shall have the following powers, namely power:-

- (i) To prepare, edit, print, publish, film, televise or otherwise record, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other educational or literary undertakings or films or records treating of or bearing upon any research or educational activity undertaken in the field of animal production and to disseminate the same by means of reading of papers, delivery of lectures, giving of advice, or by publication thereof in newspapers or by radio, films and television or by any other means.
- (ii) To acquire, hold and dispose of any form of property, real or personal, for the purposes of the Society and to exercise all powers given to any association by Section 13 of the Act.
- (iii) To invest any monies of the Society not immediately required for any of its objects in any form of investment in which trustees are for the time being authorized to invest trust funds.
- (iv) To open and operate on bank accounts.
- (v) To make and enforce by-laws for the control and management of the Society.
- (vi) To employ persons under such conditions as the Council specifies.
- (vii) To purchase, take on lease, building lease, license or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges which may be deemed necessary or convenient for any of the purposes of the Society.
- (viii) To sell, improve, manage, develop, exchange, lease, mortgage, place under auction, dispose of, turn to account or otherwise deal with either absolutely conditionally or for any limited interest all or any part of the property and assets of the Society for such consideration as the Council may think fit with power on any sale either with or without interest in the meantime, and if with interest then at such rate or rates as the Council may think fit and either without security or with such security as the Council may think fit.

(ix) To aid, establish or support any body of similar aims and convey to any such body aided established or supported such property of the Society as the Council thinks fit.

(x) To borrow or raise or secure the payment of monies or secure the payment of any existing liabilities taken over or undertaken or incurred by the Society to any person or corporation in such manner as the Society or the Council for the time being shall think fit and, in particular, by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Society's property, both present and future, and secured by deed of instrument or otherwise or to raise and borrow money without giving security for the same.

(xi) To do all such other things as may appear to be necessary incidental or conducive to the attainment of the above objects or any of them.

VI MEMBERSHIP

(i) Membership shall be open to anyone who is or has been engaged upon some research, technical or commercial aspects of animal production.

(ii) Student Members

Student members shall be students in an approved course in a University or College of Advanced Education or at an Agricultural or Technical College. Post graduate students shall possess all the rights and privileges of membership and shall be entitled to vote or to hold office. Student members of undergraduate or lower status shall possess all the rights and privileges of membership but shall not be entitled to vote or to hold office.

(iii) Corporate members

Corporate membership of the Society shall be open to any organisation wishing to support the objects of the Society by payment of an annual subscription as is from time to time determined by the Council.

The privileges of Sustaining members shall be:-

- a) To be listed in publications of the Society.
- b) To designate one representative to act on its behalf as an individual member of the Society for the purpose of voting and exercising other privileges.
- c) To exhibit its products at meetings of the Society upon conditions to be determined by the Council.
- d) To note, in a form approved by the council, the fact of its sustaining membership in its own publications.

(iv) Fellows and Honorary Members

Fellowship of the Society shall be awarded to persons who have rendered eminent service to animal production in general or within Australia in particular. The award shall be made on behalf of the Society by the President on the advice of the Fellowship Committee which shall consist of the President and surviving Past Presidents and Fellows. Up to but not more than five Fellowships may be awarded in any one biennium. Nominations for the award may be made by Council or by Branch Committees. Council and each Branch Committee may make no more than two nominations in any one biennium. Honorary Membership of the Society shall be awarded to members who, in the opinion of the Council, have rendered eminent service to the Society. Up to but not more than two awards may be made in any one biennium. Nominations for the award may be made by Branch Committees. Each Branch Committee may make no more than one nomination in any one biennium. The award of Fellowships and Honorary memberships, if any, shall be announced at a General Meeting.

(v) Members at Large

Members at large shall be members overseas or members based in an area of Australia in which there is no active Branch.

(vi) Admission of Members

Candidates for membership must be proposed and seconded by a financial member of the Society. The name and contact details for nominators should be provided (either online or hardcopy). The Federal Council shall have the power to decide on admission of such nominations. For the purpose of this approval, each member of Council shall have one vote only. Payment of subscriptions

follows notification of acceptance by the Federal Council.

(vii) Transfer of Membership

A member of any Branch or sub- Branch who changes his or her usual place of residence to the sphere of some other Branch or sub- Branch shall be transferred to such other Branch or sub- Branch unless he or she elects otherwise in writing.

(viii) Resignation of membership

Any member wishing to withdraw from the Society will give written notice to the Honorary Secretary of the Branch concerned on or before 31st December of the then current year. The resignation of such member shall be accepted upon receipt of such notice, provided all subscriptions and dues have been paid by the member up to the end of the financial year.

(ix) Any Branch may recommend to the Council the termination of membership of members who bring discredit to, or hinder the operation of, the Society or its Branches. The Council will then decide on the Branch's recommendation with the proviso that:-

a) A two thirds majority shall be necessary for the termination of membership (each Council member having one vote only).

b) Prior to such termination of membership the member concerned shall be offered an opportunity of presenting his or her case to the Council.

The Council shall also have power to initiate action for the termination of membership, but in any case shall first obtain the opinion of the Branch concerned and shall be subject to sub- Clauses (a) and (b) above.

(x) Fees in Arrears

Membership of the Society automatically lapses for any member who has not paid his or her subscription by 31st December of that year.

(xi) Re-election of members

Any person who shall have ceased to be a member of the Society shall not be eligible for re-election until he or she shall have paid all arrears of subscriptions and dues (if any) owing by him or her to the Society at the date when his or her former membership ceased.

(xii) Register of members

The Honorary Secretary or such person as Council may appoint shall keep a register of members which shall contain such particulars as the Council may determine and shall regularly inform each Branch of changes in the register that affect the Branch.

(xiii) Subscriptions

a) The biennial subscription for members shall be an amount to be determined by Council and such additional amount for any two year period as the Branch of the Society to which such Member belongs may declare to be payable by its members for the conduct of its activities. Federal Council may choose to set a reduced emeritus subscription for the Federal component for senior members who no longer have full time work.

b) The subscription for student members shall be an amount to be determined by Council and such additional amount for any two year period as the Branch to which such student members belong may declare to be payable by such members for the conduct of its activities.

c) Each member except Fellows and Honorary Members shall pay biennially to the Federal Treasurer:

i. A subscription to be determined by Council; plus

ii. Such additional levy as the appropriate Branch of the Society determines for the purpose of conducting the affairs of the respective Branch. Branches shall advise Council of the amount of the Branch levy by 30th September each year. Membership fees plus the Branch levy should reach the Federal Treasurer within one month of notification that fees are due. Late payment of fees will incur an additional late fee of \$10.00.

d) The financial period shall be deemed to have commenced on the 1st January in the conference year and all subscriptions shall be due on that day. Such subscriptions shall be for a two year period ending on the 31st December in the year before the next subsequent conference. Any members joining or rejoining at

any point during the financial period shall be required to pay the full biennial subscription.

e) The subscriptions of members temporarily absent from the Commonwealth may be suspended by the Council for the period of such absence under such conditions as the Council may, from time to time, prescribe.

VII PUBLIC OFFICER

The Public Officer shall be appointed by the Federal Council in accordance with the Associations Incorporation Act, 1985, of the Government of South Australia.

VIII SEAL

The Council shall procure and provide for the safe custody of the seal which shall be used only by the authority of the Council and every instrument to which the seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed for the purpose.

IX MANAGEMENT OF THE SOCIETY

(i) The Society shall be managed and governed by a Council which shall hold office from the conclusion of one regular General Meeting to the conclusion of the succeeding regular General Meeting.

(ii) The Council of the Society shall consist of a President, President Elect, Vice President, Immediate Past President, Honorary Secretary, Honorary Treasurer and one delegate elected by each Branch.

(iii) The President, President Elect, Vice President, Secretary and Treasurer shall be elected at each General Meeting and shall hold office until the conclusion of the next General Meeting, with the exception of the Honorary Treasurer, who shall retain his or her office until he or she has completed all transactions concerning the General Meeting and any Conference associated with it, but not for more than six months from the date of that General Meeting.

(iv) The Council shall meet in the place of, and at a time immediately prior to the regular General Meeting and at such other places and times as may be deemed expedient by the Council, and shall then transact the general business of the Society and such business as may have been deputed from any Branch and shall receive reports of Committees.

(v) The President shall preside at all meetings of the Council. If the President is absent from any such meeting, the Vice President shall preside in his or her stead. In the absence of both officers, a Chairperson shall be elected from among the Council members present.

(vi) At meetings of the Council, a quorum shall consist of three members personally present and entitled to vote.

(vii) At meetings of the Council, voting shall be by show of hands, each Council member, or his or her proxy, having a single vote, except the President, who shall have a casting vote, except for any matter wherein this Constitution provides that each member of the Council has one vote only. A proxy may represent up to three delegates and shall have as many votes as the number of members he or she represents, which he or she may allocate according to the wishes of the delegates for whom he or she is acting as proxy. If any three delegates demand a postal ballot of Council, such a ballot shall be held.

(viii) The location of the Office of Management of the Society shall be determined by the Council from time to time.

(ix) The Honorary Treasurer shall receive and pay into banking accounts of the Society subscriptions and monies received by him or her as Treasurer and shall pay all accounts approved of by the Council and shall prepare an audited annual Statement of Receipts and Payments and Balance Sheet for submission to the Council. In addition, he or she shall present to the General Meeting these audited documents plus a supplementary Balance Sheet as at the nearest date practicable to the General Meeting.

(x) The Honorary Secretary shall be present or shall be represented at the meetings of the Society and of the Council, read minutes, orders and entries of preceding meetings, superintend the taking of minutes and conduct correspondence and act in obedience to the direction of Council on all matters within its authority.

(xi) Casual vacancies in the Council, except in the case of a Branch delegate, shall be filled by the Council.

(xii) In the event of any question arising at any time on any matter, which is not fully provided for in this Constitution or on which doubt exists as to the correctness of interpretation, it shall be determined by the Council in meeting.

(xiii) The Honorary Secretary shall be responsible for collating Federal Council records at the end of each term of office, which is normally biennial, and transferring them to the archive centre selected by Federal Council.

X PRIVILEGED COMMUNICATIONS

All the communications, correspondence, reports, minutes and other papers and documents relating to any of the affairs or business of the Society shall be privileged and confidential unless otherwise determined by the Council.

XI PROCEEDINGS OF GENERAL MEETINGS

(i) The President of the Society, or in his or her absence the Vice President, shall be Chairperson of the General Meeting. In the absence of both officers, members shall appoint one of their number to preside as Chairperson.

(ii) The business of the General Meeting shall be:-

(1) To receive the report of the Council for the preceding period

(2) To receive the Statement of Accounts and Balance Sheet from the Honorary Treasurer.

(3) To consider any business relating to the affairs of the Society

(4) To receive and discuss such papers, addresses and other communications as shall have been arranged.

(iii) The business of a Special General Meeting shall be only that which is stated in the notice calling such meeting.

XII BRANCHES OF THE SOCIETY

(i) A Branch or Branches may be formed or be re-activated in each State or Territory of the Commonwealth subject to the approval by Council and the conditions laid down in this article.

(ii) Each such Branch shall have the power to form within itself one or more sub-Branches under such conditions as the Branch shall determine and Council shall approve.

(iii) Each Branch of the Society shall:-

(1) Have at least ten members.

(2) Operate under the Constitution of the Society but retain the right to form

by-laws for the conduct of its own affairs within the framework of the Constitution.

(iv) Each Branch shall be managed by a President and Committee hereinafter referred to as the Branch Committee. The Branch Committee shall consist of a President, President Elect, Vice President, Honorary Secretary, Honorary Treasurer and one or more Committee members, the number to be determined at a General Meeting of the Branch.

(v) The Branch Committee shall be elected by and from the financial members of the Branch at each Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting.

(vi) The Branch Committee shall administer the affairs of such Branch in conformity with the Constitution of the Society.

(vii) Each Branch shall annually forward a report of its transactions and an audited statement of accounts to the Council.

(viii) Should a Branch choose to close or be not able to function as required by this Constitution, the Branch shall:

a) advise Federal Council of its situation

b) advise Federal Council of all bank accounts, term deposits and other monies held by the Branch, along with the names and addresses of those people authorised to operate all funds

- c) make arrangements for such monies to be held by Federal Council until such time as the Branch is re-activated, or, should re-activation not occur within 2 years, the funds will remain with Federal Council.

XIII BRANCH DELEGATES

- (i) Each Branch shall, at its Annual General Meeting, elect one delegate to the Council from among the financial members of the Society,
- (ii) Each such delegate may, if necessary, by writing, appoint a proxy from the financial members of the Society, to act on his or her behalf at all Council Meetings which he or she is unable to attend,
- (iii) Should any Branch delegate vacate his or her office as a member of the Council, then the Branch whose member such delegate was, shall appoint another delegate.

XIV MEETINGS

- (i) A General Meeting of the Society shall be held in every alternative year, or more frequently if a General Meeting so determines,
- (ii) Not less than six weeks notice of the holding of each General Meeting of the Society specifying the place, date and time of commencement of the Meeting and the business to be transacted shall be given in writing to each member of the Society by his or her Branch Secretary, and the Honorary Secretary of the Society shall forward copies of such notice to reach each Branch Secretary at least eight weeks prior to the date of the meeting,
- (iii) The Council may at its discretion convene a Special General Meeting at any place or time, providing due notice has been given as in Section XIV(ii).
- (iv) The Council shall convene a Special General Meeting by notice of not less than six weeks, or more than eight weeks, on receipt of a written demand signed by twenty financial members of the Society,
- (v) A quorum at a General Meeting shall consist of not less than twenty financial members of the Society personally present and entitled to vote, who must include members from at least two Branches,
- (vi) A financial member of the Society unable to be present at any General Meeting may appoint in writing another financial member to act as his or her proxy, such appointment to be in the hands of the Honorary Secretary before commencement of the meeting,
- (vii) Each Branch shall hold meetings in furtherance of the aims of the Society at times determined by its Branch Committee, provided that as much notice as possible of each meeting shall be given to its members. The notice calling a meeting shall specify the business to be dealt with.

XV VOTES OF MEMBERS

- (i) Only financial members shall be entitled to vote.
- (ii) Unless a poll is demanded by at least five members, a declaration by the chairperson that a particular solution has been carried or lost shall be sufficient evidence in favour of or against such resolution,
- (iii) Only in the case of an equality of votes shall the Chairperson have a second or casting vote,
- (iv) Voting by simple majority shall be used in all elections of delegates and office bearers.

XVI PUBLICATION OF PROCEEDINGS AND PAPERS

- (i) The Council may, at its discretion, appoint a Publications Committee consisting of an Editor, a Business Manager and such other members as may be deemed necessary.
- (ii) The Publications Committee shall hold office during the period of office of the Council appointing them, except that the Council may at its discretion terminate the appointment of any member thereof
- (iii) Every member who shall have paid his or her subscription in respect of the year of issue of a new publication of the Society shall be entitled to receive a copy of such a publication free of charge.

(iv) The Editor shall be responsible for the production of the Proceedings and papers from a literary standpoint.

(v) The Business Manager shall be responsible for the printing, publication and distribution of all publications, and shall be subject to the direction of the Council in all matters involving any expenditure of monies. He or she shall also approve of all advertisements appearing in the Society's publications.

XVII FINANCE

(i) All monies of the Society shall be paid into a current bank account, in the name of the Society, and all cheques thereon shall be signed by the Honorary Treasurer and Honorary Secretary, or their respective deputies who may be appointed by the Council.

(ii) The Council shall appoint one or more properly qualified Auditor(s) to act in accordance with the requirements of Clause IX(ix) of this Constitution.

(iii) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly (however dividend bonus or otherwise howsoever) by way of profit to the members of the Society.

(iv) Midway through and at the end of each financial year, the Honorary Treasurer shall pay to each Branch that part of subscriptions, either current or arrears, due to be paid to each Branch under Section VI(xiii) of this Constitution.

XVIII WINDINGUP

If upon the winding up or dissolution of the Society there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution, or institutions, having objects similar to the objects of the Society and also is except from income tax under Section 23 of the Income Tax Assessment Act 1936 but which shall prohibit the distribution of its income and property amongst its or other members to such extent at least as is imposed on the Society under, or by virtue of Clause V hereof, such institution or institutions to be determined by the members of the Society at, or before, the time of dissolution and in default thereof by a Judge of the Supreme Court of South Australia and if and so far as effect cannot be given to the aforesaid provision then to the Treasurer of South Australia.

XIX ALTERATION OF THE CONSTITUTION

Repeal, alteration of, or addition to the Constitution, shall be made only at a General Meeting. Notice of such repeal, alteration of, or addition to the Constitution, shall be made in writing and signed by at least ten financial members of the Society and forwarded to the Honorary Secretary at least twelve weeks before the meeting at which it is to be submitted.