



**Llama  
Association of  
Australasia Inc.**

**A0028482M**

**LLAMA ASSOCIATION OF AUSTRALASIA Inc.**

# **RULES**

Updated 2016

## RULES OF THE LLAMA ASSOCIATION OF AUSTRALASIA INC.

### NAME

1. The name of the incorporated Association is LLAMA ASSOCIATION OF AUSTRALASIA INC. (in these Rules called “the Association”)

### PURPOSE

2. The purpose of the Association is to develop and maintain a viable and accurate llama stud registry, to hold shows, exhibitions, promotions and performance trials and to educate and facilitate communication between members and the general public in matters relating to care and appreciation of llamas

### DEFINITIONS AND INTERPRETATION

3. (1) In these Rules, unless the contrary intention appears:
  - “Committee” means the Committee of Management of the Association
  - “Secretary” means the member elected to the office of Secretary by the Committee under Rule 28(6)(a)
  - “Secretary of the Association” means the member elected by the Committee to act as Secretary (formerly named Public Officer) of the Association with Consumer Affairs Victoria
  - “Treasurer” means the member elected to the office of Treasurer by the Committee under Rule 28(6)(a)
  - “Financial year” means the year ending on 30th June
  - “General Meeting” means a general meeting of all members convened in accordance with Rules 12 and 13
  - “Member” means a member of the Association
  - “New member” means a person becoming a member for the first time or a past member becoming a member after not less than 12 months of absence from membership of the Association
  - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 25
  - “The Act” means the *Associations Incorporation Act 1981*
  - “The Regulations” means regulations under the Act
- (2) Words of expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time

### APPLICATION FOR MEMBERSHIP

4. (1) A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules
- (2) A nomination of a person for membership of the Association shall be made in writing and shall be lodged with the secretary of the Association
- (3) The secretary shall, upon payment of the amounts referred to in sub-clause (1) enter the nominee’s name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Association

(4) A right, privilege, or obligation of a person by reason of his/her membership of the Association:

(a) is not capable of being transferred or transmitted to another person

(b) terminates upon cessation of his/her membership whether by death or resignation or otherwise

## **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

5. (1) The annual membership fee shall be set at the Association's Annual General Meeting with that set fee being applied at the commencement of the next financial year

(2) For new members, a pro rata entrance fee will be applied as follows:

(a) 100% of the usual fee for the appropriate membership under Rule 7 if becoming a member within the first quarter of the financial year

(b) 75% of the usual fee for the appropriate membership under Rule 7 if becoming a member within the second quarter of the financial year

(c) 50% of the usual fee for the appropriate membership under Rule 7 if becoming a member within the third quarter of the financial year

(d) if becoming a member within the final quarter of the financial year 100% of the usual fee for the appropriate membership under Rule 7 will be applied but the person will be deemed a member from the time they pay their entrance fee to the end of the following financial year

(3) The membership fees shall be collected by the national treasurer

(4) A percentage of membership fees collected from members of a branch during any financial year shall be payable by the national treasurer to that branch at the end of that financial year. The percentage payable shall be determined at the Committee's first meeting after the Annual General Meeting

(5) A branch may raise additional funds by any means it considers appropriate. These funds will remain funds of that branch.

## **REGISTER OF MEMBERS**

6. (1) The secretary shall keep and maintain a register of members in which shall be entered the full name, stud name (if any), postal address, email address and date of entry of the name of each member and the register shall be available for inspection by members either at the address of the secretary or electronically

(2) The secretary shall provide branch secretaries with an updated register of branch members in which shall be entered the full name, stud name (if any), postal address and email address of each member:

(a) upon joining of a new member of that branch, and

(b) at a minimum, at the beginning of each financial quarter, and

- (c) at the point of each financial year whereby a list of all members is finalised following payment of all due subscriptions and resignation of members under Rule 10(4) for that financial year

## **MEMBERSHIPS**

### **7. (1) Life Membership**

(a) To be eligible for election as a Life Member a member shall:

- (i) Have made an outstanding and valuable contribution to the LAA for a minimum of 10 years continuous membership.
- (ii) Have a minimum five years' service on a Committee or in other official LAA service (i.e. National Committee, Branch Committee, as an operational delegate, or in an appointed position)

(b) To be admitted to membership as a Life Member:

- (i) A member shall be nominated, in writing to the National Committee Secretary, by three other members from separate states or branches. The nomination must include reasons why the member should be considered for Life Membership.
- (ii) The secretary shall forward the nomination to the remaining members of the executive of the Committee within 21 days of receipt. The executive shall ensure that the nominee and nomination satisfies the criteria outlined in Rule 7(1)(a) and Rule 7(1)(b)(i)

(iii) If the nomination satisfies Rule 7(1)(b)(ii) then:

- I. The secretary shall forward the nomination, and a statement confirming that Rule 7(1)(a) and Rule 7(1)(b)(i) have been satisfied, to the full Committee
- II. This nomination, and any other received during the same financial year, shall be considered by the Committee after the end of that financial year and before 28 days of the next following Annual General Meeting
- III. The Committee shall vote by secret ballot on the question of whether a nomination should be confirmed or rejected with the ballot process being at the discretion of the Committee
- IV. A nomination for Life Membership that is confirmed will be announced at the next following Annual General Meeting and the secretary will note the Life membership on the Register of Members

- (iv) If the nomination does not satisfy rule 7(1)(b)(ii) then the secretary shall inform the members making the nomination that the nomination was rejected, and where possible give the reason for the rejection
- (c) A Life Member shall have full voting rights at meetings of members equal to one vote if individual membership was held prior to Life Membership or two votes if farm/family membership was held prior to Life Membership and unrestricted rights to all benefits available to members from time to time
- (d) A Life Member shall be exempt from the requirements in these rules to pay the annual membership fees as provided and determined in accordance with these Rules. No other members' fees will be waived.
- (e) A Life Membership nomination that is rejected, for any reason, can be presented again the following year if the nominated member is eligible
- (f) A Life Member shall cease to be a member of the LAA upon:
  - (i) The member's resignation from the Association in accordance with Rule 10
  - (ii) The expulsion of the member from the Association in accordance with Rule 11
  - (iii) Death of a member
- (2) **Individual Membership** – available to llama owners within Australasia. These members have full voting rights equal to one vote.
- (3) **Farm/Family Membership** – available to llama owners within Australasia with more than one person in the business, property or household. These members have full voting rights equal to two votes.
- (4) **Introductory Membership** - available to llama owners within Australasia who are new members for a 1 year period only. These members have full voting rights equal to one vote.
- (5) **Associate Membership** – available to persons that have an interest in llamas but do not own llamas. These members have no voting rights.
- (6) **International Associate Membership** – available to persons outside of Australasia. These members have no voting rights.

## GENERAL RIGHTS OF MEMBERS

- 8. A member of the Association whether or not entitled to vote has the right:
  - (1) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (2) to submit items for consideration at a general meeting; and
  - (3) to attend and be heard at general meetings; and

- (4) to have access to the minutes of general meetings; and
- (5) to inspect the register of members
- (6) to be invited to and participate in any activity organised for members by the Association
- (7) to receive any publication produced by the Association for its members

## **DISPUTES AND MEDIATION**

- 9. (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (a) a member and another member, or
  - (b) a member and the Association
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen days after the dispute comes to the attention of all the parties
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties, or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee, or
    - (ii) 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 service of the relevant state's Department of Justice
- (5) A member of the Association can be a mediator
- (6) The mediator cannot be a member who is party to the dispute
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard, and
  - (b) allow due consideration by all parties of any written statement submitted by any party, and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- (9) The mediator must not determine the dispute
- (10) 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 or otherwise at law

## **RESIGNATION AND EXPULSION OF MEMBER**

- 10.
  - (1) A member of the Association who had paid all money's due and payable by him/her to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his/her intention to resign upon the expiration of that period of notice, the member shall cease to be a member
  - (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member
  - (3) The secretary will send a notice reminding any member in arrears of payment of their annual subscription that payment is overdue at least three times either by post or email prior to that member taken to have resigned under sub-clause (4)
  - (4) A member is taken to have resigned if:
    - (a) the member's annual subscription is more than 4 months in arrears, and
    - (b) the member has not, within the period in arrears, confirmed in writing that he/she wishes to remain a member or that he/she intends to pay their annual subscription within 30 days of the expiration of the period
- 11.
  - (1) Subject to these Rules, the Committee may by resolution:
    - (a) expel a member from the Association,
    - (b) suspend a member of the Association for a specific period, or
    - (c) fine a member in accordance with the Regulations if the Committee is of the opinion that the member:
      - (i) has refused or neglected to comply with these Rules, or
      - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association
  - (2) A resolution of the Committee under sub-clause (1):
    - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause, and
    - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause

- (3) Where the Committee passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based,
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice,
  - (c) stating the date, place and time of that meeting,
  - (d) Informing the member that he/she may do one or more of the following:
    - (i) attend the meeting
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution,
    - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary notice to the effect that he/she wishes to appeal to the Association in general against the resolution
- (4) At a meeting of the Committee held in accordance with sub-clause (2) the Committee:
- (a) shall give to the member an opportunity to be heard,
  - (c) shall give due consideration to any written statement submitted by the member, and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution
- (5) Where the secretary receives a notice under sub-clause (3), he/she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice
- (6) At a general meeting of the Association convened under sub-clause 5:
- (a) no business other than the question of the appeal shall be transacted,
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution,
  - (c) the member shall be given the opportunity to be heard, and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked
- (7) If at the general meeting:
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, then the resolution is passed,
  - (b) in any other case the resolution is revoked



## **ANNUAL GENERAL MEETING**

12. (1) The Association shall each financial year convene an annual general meeting of its members subject to these Rules
- (2) The annual general meeting will be organised and hosted by members of a branch of the Association where the branch is determined at the previous annual general meeting
- (3) The annual general meeting shall be held on such day as members of the hosting branch determine but must occur within 5 months of the end of the financial year
- (4) The annual general meeting shall be specified as such in the notice convening it
- (5) The ordinary business of the annual general meeting shall be:
  - (a) to confirm the voting rights of all persons in attendance at the annual general meeting prior to any motions or votes taking place at this meeting,
  - (b) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting,
  - (c) to receive from the Committee reports upon the transaction of the Association during the last preceding financial year,
  - (d) to confirm the Committee members elected by the branches under Rule 27(1) and elect the remaining required members of the Committee mentioned in Rule 26(1) and as prescribed in Rule 28(1),
  - (e) to receive and consider the statement submitted by the Association in accordance with part 7 of the Act,
  - (f) to confirm or vary the amounts of the annual subscription, and
  - (g) to determine the hosting branch of the next annual general meeting
- (6) The annual general meeting may transact special business of which notice is given in accordance with these Rules
- (7) The annual general meeting shall be in addition to any other general meetings that may be held in the same financial year
- (8) Any annual general meeting will have a returning officer appointed who will preside over the meeting in accordance with Rule 28

## **SPECIAL GENERAL MEETINGS**

13. All general meetings other than the annual general meeting shall be called special general Meetings
14. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association, and where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period

- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition
- (4) If the Committee does not cause a special general meeting to be held within one month after the date of which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all expenses deemed by, and to the discretion of, the Committee to be reasonable that are incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses upon receipt by the treasurer of documentary evidence of those expenses
- (6) Any special general meeting will be presided over by the president, or in their absence the vice-president, unless the special general meeting requires the election of a Committee in which case a returning officer will be appointed and preside in accordance with Rule 28
- (7) If the president and vice-president are absent from a special general meeting, the members present shall elect one of their number to preside as chairperson at the meeting

## **NOTICE AND RECORD OF MEETING**

15.
  - (1) The secretary shall, at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member at his/her address appearing in the register of members, a notice by electronic means or pre-paid post stating the place, date and time of the meeting and a call for any business to be brought before the meeting from members
  - (2) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary at least 14 days before the date fixed for holding the meeting, who shall include that business in the notice stating the nature of the business to be transacted at the meeting
  - (3) The secretary shall, 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member at his/her address appearing in the register of members, a notice by electronic means or pre-paid post stating the nature of the business to be transacted at the meeting
  - (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting
  - (5) The secretary shall prepare and send each member at his/her address appearing in the register of members, the minutes of the preceding general meeting not more than 14 days after that meeting

## PROCEEDINGS AT GENERAL MEETINGS

16.
  - (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being ordinary business of the annual general meeting shall be deemed to be special business
  - (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item
  - (3) 10% of members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting
  - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place
17. 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
18. Where a meeting is adjourned for 14 days or more:
  - (1) a like notice of the adjourned meeting shall be given as in the case of the general meeting
  - (2) Except as provided in Rule 17 and sub-clause (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting
19. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and 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
20.
  - (1) Upon any question arising at a general meeting of the Association, a member can cast the number of votes according to their membership under Rule 7
  - (2) All votes shall be given personally or by proxy
  - (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote
21.
  - (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question

- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct
22. A member is not entitled to vote at any general meeting or be nominated for election to the Committee unless all moneys due and payable by him/her to the Association has been paid at the time of the vote or nomination
23. Each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed

## **COMMITTEE OF MANAGEMENT**

24. (1) The affairs of the Association shall be managed by a Committee of Management as outlined in Rules 25 and 26
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Association,
  - (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association, and
  - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association
25. (1) The officers of the Association shall be:
- (a) a president
  - (b) a vice-president
  - (c) a treasurer, and
  - (d) a secretary
- (2) The provisions of Rule 28(6)(a) so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1)
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his/her election
- (4) The one member may only hold the office of president of the Association for a maximum period of two consecutive years unless there are no other nominations for the position whereby that member may be renominated. A member holding the position of president for two years may again be elected to that position one year after they cease to hold the office

- (5) In the event of a casual vacancy in any office referred to in sub-clause (1) where that office was not held by a member elected by a branch under Rule 27(1), the Committee must appoint one of its members to the vacant office within 4 weeks or by the next scheduled Committee meeting, whichever is the greater, and the member so appointed shall continue in office until the next election of the Committee
26. (1) Subject to section 23 of the Act, the Committee shall consist of nine members being:
- (a) The officers of the Association, and
  - (b) 5 ordinary members
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of his/her election but is eligible for re-election
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee where that member was not elected by a branch under Rule 27(1), the Committee must appoint a member of the Association to fill the vacancy within 4 weeks or by the next scheduled Committee meeting, whichever is the greater, and the member so appointed shall hold office, subject to these Rules, until the next election of the Committee

### **ELECTION OF MEMBERS OF THE COMMITTEE BY BRANCHES**

27. (1) Each branch will, prior to the annual general meeting, elect one of its members to become a member of the Committee. This member:
- (a) will be deemed to be elected to one of the positions under Rule 26(1)
  - (b) may be elected as one of the officers under Rule 25(1) as prescribed in Rule 28(6)(a) or may remain an ordinary member of the Committee
- (2) In the event of a vacancy occurring of a member of the Committee elected by a branch, that branch must appoint one of its members to fill the vacancy within 4 weeks or by the next scheduled branch Committee meeting, whichever is the greater, and the member so appointed shall hold office, subject to these Rules, until the next election of a branch member to the Committee

### **ELECTION OF OFFICERS AND VACANCY**

28. (1) Nominations of candidates for election as officers as prescribed under Rule 25(1) or ordinary members of the Committee:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
  - (b) shall be delivered to the secretary not less than 21 days before the date fixed for the holding of the annual general meeting
  - (c) may be voted for by proxy in writing in accordance with Rule 23

- (2) At the annual general meeting members shall appoint a returning officer who is not standing for appointment to the Committee (or who is to be appointed unopposed to a position)
  - (3) All positions will be declared vacant and the meeting will be chaired by the returning officer until the election is completed, or for the remainder of the meeting if the elected president, and in his/her absence the elected vice-president are absent, otherwise the elected president or in his/her absence, the elected vice-president will chair the remainder of the meeting
  - (4) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting
  - (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected
  - (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held
  - (7) The ballot for the election of officers or ordinary members of the Committee shall be conducted either by:
    - (a) private postal ballot on forms provided by the secretary to members and including the nominees determined under clauses 28(1) not later than 14 days prior to the annual general meeting. Ballot forms shall be returned to the secretary no later than 24 hours prior to the annual general meeting
    - (b) members who have not cast a valid vote via the postal ballot may vote at the annual general meeting in such usual and proper manner as the chairperson may direct
  - (8) Committee members elected by a branch under Rule 27(1) shall be automatically appointed to the Committee
  - (9) If a Committee member elected by a branch is elected to an officer position, that person continues to be a representative of that branch in accordance with Rule 27(1)
  - (10) Further Committee members shall be elected to the Committee to bring the total number to nine in accordance with Rule 26(1) subject to there being sufficient nominations either in writing or at the annual general meeting
29. (1) For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or ordinary member:
- (a) ceases to be a member of the Association
  - (b) becomes insolvent under administration within the meaning of the Companies Code, or
  - (c) resigns his/her office by notice in writing given to the secretary

## **PROCEEDINGS OF COMMITTEE OF MANAGEMENT MEETINGS**

30. (1) The Committee shall meet at least 4 times in each year at such place and such times as the Committee may determine
- (2) Special meetings of the Committee may be convened by any of the 4 officers of the Association
- (3) Notice shall be given by the Secretary to members of the Committee of any special meeting not less than 7 days prior to the meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- (4) A majority of the Committee present either personally or by teleconferencing, SMS, or email facilities shall constitute a quorum for the transaction of business of a meeting of the Committee
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- (6) At meetings of the Committee:
- (a) the president or in his/her absence the vice-president shall preside, or
  - (b) if the president and vice-president are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote
- (9) Written notice of each Committee meeting with the exception of a special meeting as prescribed in Rule 30(3) shall be served by the Secretary on each member of the Committee by delivering it to him/her or by sending it by pre-paid post or email addressed to him/her at his/her usual or last known place of abode or email address, at least two business days before the date of the meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee

## **USE OF TECHNOLOGY**

31. (1) A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other

- (2) For the purposes of this Part, a Committee member participating in a Committee meeting as permitted under sub-clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

## **SECRETARY**

32. The secretary shall keep minutes of the resolutions and proceedings of each general meeting, special meeting and Committee meeting in books or electronic devices provided for that purpose together with a record of the names of persons present at these meetings

## **TREASURER**

33. (1) The treasurer of the Association:
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association, and
  - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members

## **REMOVAL OF MEMBER OF COMMITTEE**

34. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out the meeting

## **CHEQUES**

35. All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee

## **SEAL**

36. (1) The Common Seal of the Association shall be kept in the custody of the secretary
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee

## **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

37. These Rules and the statement of purposes of the Association shall not be changed except in



accordance with the Act and may only be altered by special resolution of a general meeting of the Association

## **NOTICES**

38. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his/her address or by email to the member at his/her email address in the register of members
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, or sent electronically by email, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post or the time at which the email was time stamped

## **WINDING UP OR CANCELLATION**

39. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act

## **CUSTODY AND INSPECTION OF RECORDS**

40. (1) Except as otherwise provided in these Rules, the secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association
- (2) Members may on request inspect free of charge:
- (a) the register of members;
  - (b) the minutes of general or special meetings;
  - (c) subject to subrule (3), the financial records and minutes of Committee meetings
- (3) 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 or where to do so will result in a breach of Rules 58 or 59 of the Act
- (4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

## **FUNDS**

41. The funds of the Association shall be derived from entrance fees, annual subscription, donations and such other sources as the Committee determines

## **BRANCHES**

42. A branch of the Association is a voluntary Association of 10 or more members with interests related to llamas located within a state of Australian or New Zealand, who are constituted by action taken under Rule 43 as a branch of the Association with powers and functions specified in these Rules in relation to branches. The branch so formed shall be known as that State's Branch (in which it was formed) or New Zealand Branch of the Llama Association of Australasia

## **FORMATION OF BRANCHES**

43. A group of not fewer than 10 members may form and constitute themselves into a branch by convening a meeting at which the group elects a branch Committee and passes a resolution that the branch shall be formed; but this Rule shall not operate to alter any branch established prior to its commencement

## **CONFIRMATION OF CREATION OF BRANCH**

44. (1) The president of the newly formed branch shall inform the national secretary in writing of:
- (a) the formation of the branch,
  - (b) the names of the inaugural members affiliated with the branch,
  - (c) the names of the members of the branch Committee; and the national secretary shall arrange for the National Executive to consider that information at its next meeting, to confirm the establishment of the branch

## **PURPOSES OF THE BRANCHES**

45. (1) The purposes of the branches are:
- (a) to manage in that state or New Zealand llama related affairs within the powers of the Association and otherwise, insofar as those affairs relate to llama interests of members other than the operation of their llama business enterprises, in accordance with:
    - (i) resolutions, policies and decisions adopted at branch general meetings or by the branch Committee
    - (ii) policies or decisions determined by the general meeting of the Association or the national Committee, which together with these Rules and regulations shall prevail to the extent of any inconsistency with matters to which paragraph (i) refers
  - (b) to perform the functions of:
    - (i) overseeing the implementation of Association policies in the branch
    - (ii) developing and implementing branch policies
    - (iii) liaising with other branches about any matter within branch powers or functions
    - (iv) participating in the national Committee
  - (c) to exercise the powers of the Association in relation to any matter within the branch that is not a matter exercisable only by the national Committee

## **RULES OF BRANCHES**

### **REGISTER OF BRANCH MEMBERS**

46. The branch secretary shall keep and maintain a register of members in which shall be entered the full name, stud name (if any), postal address and email address of each member as provided by the national secretary as prescribed in Rule 6(2) and the register shall be available for inspection by all members of the Association

### **BRANCH ANNUAL GENERAL MEETING**

47. (1) The branch Committee shall in each financial year convene an annual general meeting of its members
- (2) The branch annual general meeting shall be held on such day as the branch Committee determined but will be held prior to the national annual general meeting of that financial year so that a member of the branch can be elected to the national Committee as prescribed in Rule 27(1)
- (3) The branch annual general meeting shall be specified as such in the notice convening it
- (4) The ordinary business of the branch annual general meeting shall be:
- (a) to confirm the voting rights of all persons in attendance at the branch annual general meeting prior to any votes taking place at this meeting,
  - (b) to confirm the minutes of the last preceding branch annual general meeting and of any general meeting held since that meeting,
  - (c) to receive from the branch Committee reports upon the transaction of the branch during the last preceding financial year,
  - (d) to elect members of the branch to the branch Committee as mentioned in Rule 60(1) and as prescribed in Rule 61(1), and
  - (e) to elect a member of its branch Committee to stand on the national Committee as prescribed in Rule 27(1)
- (5) The branch annual general meeting may transact special business of which notice is given in accordance with these Rules
- (6) The branch annual general meeting shall be in addition to any other general meetings that may be held in the same financial year

### **SPECIAL BRANCH GENERAL MEETING**

48. (1) All branch general meetings other than the branch annual general meeting shall be called special branch general meetings
- (2) The branch Committee may, whenever it thinks fit, convene a special branch general meeting of the branch, and where, but for this sub-clause, more than 15 months would lapse between branch annual general meetings, shall convene a special branch general meeting before the expiration of that period

- (3) The branch Committee shall, on the requisition in writing of branch members representing not less than 4 members, convene a special branch general meeting of the branch
- (4) The requisition for a special branch general meeting shall state the objects of the meeting and shall be signed by the branch members making the requisition and be sent to the address of the branch secretary and may consist of several documents in a like form, each signed by one or more of the branch members making the requisition
- (5) If the branch Committee does not cause a special general meeting to be held within one month after the date of which the requisition is sent to the address of the branch secretary, the members making the requisition, or any of them, may convene a special branch general meeting to be held no later than 3 months after that date
- (6) A special branch general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly possible as that in which those meetings are convened by the branch Committee and all expenses deemed by, and to the discretion of, the branch Committee to be reasonable that are incurred in convening the meeting shall be refunded by the branch to the person incurring the expenses upon receipt by the branch treasurer of documentary evidence of those expenses

## **NOTICE AND RECORD OF MEETING**

49.
  - (1) The branch secretary shall, at least 21 days before the date fixed for holding a general meeting of the branch, cause to be sent to each branch member at his/her address appearing in the register of branch members, a notice by electronic means or pre-paid post stating the place, date and time of the meeting and a call for any business to be brought before the meeting from branch members
  - (2) A branch member desiring to bring any business before a meeting may give notice of that business in writing to the branch secretary at least 14 days before the date fixed for holding the meeting, who shall include that business in the notice stating the nature of the business to be transacted at the meeting
  - (3) The branch secretary shall, 14 days before the date fixed for holding a general meeting of the branch, cause to be sent to each branch member at his/her address appearing in the register of branch members, a notice by electronic means or pre-paid post stating the nature of the business to be transacted at the meeting
  - (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting
  - (5) The branch secretary shall prepare and send each branch member at his/her address appearing in the register of branch members, the minutes of the preceding branch general meeting not more than 14 days after that meeting

## **PROCEEDINGS AT BRANCH MEETINGS**

50.
  - (1) All business that is transacted at a special branch general meeting and all business that is transacted at the branch annual general meeting with the exception of that specially referred to in these Rules as being ordinary business of the branch annual general meeting shall be deemed to be special business
  - (2) No item of business shall be transacted at a general branch meeting unless a quorum of

members entitled under these Rules to vote is present during the time when the meeting is considering that item

- (3) 5 branch members personally present (being members entitled under these Rules to vote at a general branch meeting) constitute a quorum for the transaction of the business of a general branch meeting
  - (4) If within half an hour after the appointed time for the commencement of a general branch meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place
51. (1) The branch president, or in his/her absence, the branch vice-president, shall preside as chairperson at each general meeting of the branch
- (2) If the branch president and the branch vice-president are absent from a general branch meeting, the members present shall elect one of their members to preside as chairperson at the meeting
52. (1) The chairperson of a general branch 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting
53. A question arising at a general meeting of the branch shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the branch is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution
54. (1) Upon any question arising at a general meeting of the branch, a member can cast the number of votes according to their membership under Rule 7
- (2) All votes shall be given personally or by proxy
- (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote
55. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct

56. A member is not entitled to vote at any branch general meeting or be nominated for election to the branch Committee unless all moneys due and payable by him/her to the Association has been paid at the time of the vote or nomination
57. Each member shall be entitled to appoint another member has his/her proxy by notice given to the branch secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed

## **BRANCH COMMITTEE OF MANAGEMENT**

58. (1) The affairs of the branch shall be managed by a branch Committee of management constituted as provided in Rule 60
- (2) The Branch Committee:
- (a) shall control and manage the business and affairs of the branch,
  - (b) may, subject to the these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the branch other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the branch, and
  - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the branch Committee to be essential for the proper management of the business and affairs of the branch
59. (1) The officers of the branch shall be:
- (a) a president
  - (b) a vice-president
  - (c) a treasurer, and
  - (d) a secretary
- (2) The provisions of Rule 61(6)(a) so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1)
- (3) Each officer of the branch shall hold office until the annual general meeting next after the date of his/her election
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the branch Committee must appoint one of its members to the vacant office within 4 weeks or by the next scheduled branch Committee meeting, whichever is the greater, and the member so appointed shall continue in office until the next election of the branch Committee
60. (1) Subject to section 23 of the Act, the branch Committee shall consist of:
- (a) if greater than 20 members a minimum of six members being:
    - (i) the officers of the branch, and

- (ii) a minimum of 2 ordinary members
- (b) if 20 or less members a minimum of four members being:
  - (i) the officers of the branch, and
  - (ii) may, in addition, include ordinary members
- (2) Each ordinary member of the branch Committee shall, subject to these Rules, hold office until the branch annual general meeting next after the date of his/her election but is eligible for re-election
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the branch Committee where that vacancy results in insufficient numbers of ordinary members under sub-clause (1), the Committee must appoint a member of the branch to fill the vacancy within 4 weeks or by the next scheduled branch Committee meeting, whichever is the greater, and the member so appointed shall hold office, subject to these Rules, until the next election of the branch Committee

## **ELECTION OF BRANCH OFFICERS AND VACANCY**

61. (1) Nominations of candidates for election as officers of the branch or as ordinary members of the branch Committee:
- (a) shall be made in writing, signed by two members of the branch and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
  - (b) shall be delivered to the secretary of the branch not less than 21 days before the date fixed for the holding of the branch annual general meeting
  - (c) may be voted for by proxy in writing in accordance with Rule 57
- (2) If insufficient nominations are received to fill all vacancies on the branch Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held
- (5) The ballot for the election of officers and ordinary members of the branch Committee shall be conducted either by:
- (a) private postal ballot on forms provided by the branch secretary to members and including the nominees determined under clauses 61(1) not later than 14 days prior to the annual general meeting. Ballot forms shall be returned to the secretary no later than 24 hours prior to the branch annual general meeting

- (b) members who have not cast a valid vote via the postal ballot may vote at the branch annual general meeting in such usual and proper manner as the chairperson may direct
- (6) Officers and ordinary Committee members will be elected at the branch annual general meeting to bring the total number to the required number under Rule 60(1) subject to their being sufficient nomination either in writing or at the annual general meeting
- 62. (1) For the purposes of these Rules, the office of an officer of the branch or of an ordinary member of the branch Committee becomes vacant if the officer or member:
  - (a) ceases to be a member of the Association
  - (b) becomes insolvent under administration within the meaning of the Companies Code, or
  - (c) resigns his/her office by notice in writing given to the secretary

### **PROCEEDINGS OF BRANCH COMMITTEE OF MANAGEMENT MEETINGS**

- 63. (1) The branch Committee shall meet at least 4 times in each year at such place and such times as the Committee may determine
- (2) Special meetings of the branch Committee may be convened any of the 4 officers of the branch Committee
- (3) Notice shall be given by the branch secretary to members of the Committee of any special meeting not less than 7 days prior to the meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- (4) A majority of the branch Committee present either personally or by teleconferencing, SMS or email facilities shall constitute a quorum for the transaction of the business of a meeting of the branch Committee
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses
- (6) At meetings of the branch Committee:
  - (a) The branch president or in his/her absence the vice-president shall preside, or
  - (b) if the branch president and vice-president are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside
- (7) Questions arising at a meeting of the branch Committee or of any sub-committee appointed by the branch Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine
- (8) Each member present at a meeting of the branch Committee or of any sub-committee



appointed by the branch Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote

- (9) Written notice of each branch Committee meeting with the exception of a special meeting as prescribed in Rule 63(3) shall be served by the branch secretary on each member of the branch Committee by delivering it to him/her or by sending it by pre-paid post or email addressed to him/her at his/her usual or last known place of abode or email address, at least two business days before the date of the meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting
- (10) Subject to sub-clause (4) the branch Committee may act notwithstanding any vacancy on the branch Committee

## **USE OF TECHNOLOGY**

64. (1) A branch Committee member who is not physically present at a branch Committee meeting may participate in the meeting by the use of technology that allows that branch Committee member and the branch Committee members present at the meeting to clearly and simultaneously communicate with each other
- (2) For the purposes of this Part, a branch Committee member participating in a branch Committee meeting as permitted under sub-clause (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

## **BRANCH SECRETARY**

65. The secretary of the branch shall keep minutes of the resolutions and proceedings of each branch annual general meeting, special branch general meeting and branch Committee meeting in books or electronic devices provided for that purpose together with a record of the names of persons present at these meetings

## **BRANCH TREASURER**

66. (1) The treasurer of the branch:
- (a) shall collect and receive all moneys due to the branch and make all payments authorised by the branch, and
  - (b) shall keep correct accounts and books showing the financial affairs of the branch with full details of all receipts and expenditure connected with the activities of the branch
  - (c) shall submit to the National Treasurer a statement of all receipts and expenditure connected with the activities of the branch at least 21 days prior to the national annual general meeting. The format of such statement will be prescribed by the national treasurer
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members

## **REMOVAL OF MEMBER OF BRANCH COMMITTEE**

67. (1) The branch in general meeting may by resolution remove any member of the branch Committee before the expiration of his/her term of office and appoint another member in his/her stead to hold office until the expiration of the term of the first-mentioned member
- (2) Where the member to whom a proposed resolution referred to in sun-clause (1) makes representations in writing to the secretary or president of the branch (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the branch or, if they are not so sent, the member may require that they be read out the meeting

## **CHEQUES**

68. All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments shall be signed by two members of the branch Committee

## **SEAL**

69. (1) The Common Seal of the branch shall be kept in the custody of the secretary
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the branch Committee