

# **SOUTH AUSTRALIAN STUD MERINO SHEEPBREEDERS' ASSOCIATION INCORPORATED**

## **RULES**

### **TITLES AND OBJECTS**

1. The Association shall be called "The South Australian Stud Merino Sheepbreeders' Association Incorporated" ("the Association").
2. The office of the Association shall be at the RA & HS Showgrounds Wayville or at any place as may from time to time be determined by the Management Committee.
3. The sphere of operations shall be confined within the boundary of South Australia.
4. The objects of the Association shall be:
  - (a) To promote and encourage the breeding and improvement of pure Merino and Poll Merino sheep in Australia.
  - (b) To compile and publish either solely or in conjunction with any other bodies a Register of Merino or Poll Merino Stud Flocks of South Australia.
  - (c) To affiliate or work in conjunction with any other Association of a similar nature to this Association in any part of Australia.
  - (c) To secure for members all the benefits and advantages of unity of action.
  - (e) To make Regulations and By-laws for the purpose of carrying out or giving effect to the objects of the Association and to impose penalties for any breach of the Association's Rules or Regulations or By-laws as the Management Committee might think fit.
  - (f) To apply the funds of this Association towards any of the above objects.

### **MEMBERSHIP**

5. Any person firm or company carrying on the business of breeding pure Merino or Poll Merino sheep may subject to Rule 36 be elected as a member of the Association in respect of each registered stud flock owned by such person firm or company. Any individual member may and any member which is a firm or company shall by notice in writing addressed to the Executive Officer appoint an individual to represent and act on such member's behalf in and concerning the affairs of the Association. The appointment of such representative may at any time be revoked by the notice in writing to the Executive Officer and a new appointment made by the member by notice in writing to the Executive Officer. Any representative so appointed shall exercise all the rights and privileges of the member including the right to appoint a proxy or proxies under Rule 31 and shall be eligible during the period of his or her appointment to hold any office as though he or she himself or herself were a member. Any representative appointed as aforesaid and elected or appointed to any other office shall only hold such office as long as he or she remains a representative of the member firm or company appointing him or her.
6. Each member shall give to the Executive Officer an address to which notices may be sent and a notice posted to the member at that address shall be deemed to be duly served upon such member.

7. Each member shall pay an entrance fee and such annual subscriptions, fees or levies the amount of which shall be determined at a general meeting of the members of the Association. The annual fee shall be determined by the number of sheep owned by the member.  
Categories will be:-
- A. up to 1,500 sheep
  - B. 1,501 to 4,000 sheep
  - C. over 4,000 sheep

For the purpose of this Rule sheep numbers shall be as shown in the member's Annual Return for the year ending on the preceding 31st day of December.

#### **ASSOCIATE MEMBERS**

8. The Management Committee may upon the application by a former member or representative appoint such person to be an Associate Member upon the following conditions:
- (a) the fee for an Associate Member shall be as fixed by the Association;
  - (b) an Associate Member shall be entitled to notice of and to attend the Annual and any other General Meeting and to speak at such meeting but shall not be entitled to vote thereat;
  - (c) an Associate Member shall be entitled to join in any social or sports function of the Association.

#### **FINANCIAL YEAR**

9. The financial year of the Association shall end on 30th of June in each year.

#### **MANAGEMENT COMMITTEE**

10. The management of the Association shall be vested in a Committee (hereinafter called the Management Committee) of twelve (12) members plus life members comprising a President, Vice-President and ten (10) members, half of whom shall be elected each year for a term of two (2) years at the Annual General Meeting of the Association.
11. The Executive Officer shall prior to the 1st of July each year request from each member of the Management Committee due for retirement a statement in writing to be delivered by that date whether the member desires to stand for re-election.
12. The Executive Officer shall prior to the 15th day of July each year by notice to the members advise which members of the Management Committee are due for retirement and the names of those seeking re-election and shall call for nominations for election to the Committee. Nominations shall be in writing signed by the nominator and the nominee and shall be delivered to the Executive Officer within twenty one (21) days of the date of the notice. A nomination shall not be required for a retiring member who has notified the Executive Officer of his or her desire to stand for re-election as provided in Rule 11.
13. The Executive Officer shall with the notice of the Annual General Meeting give the names of retiring members standing for re-election to the Management Committee and those nominated for membership.
14. If notice shall be received of more than the required number to fill the vacancies on the Management Committee the election shall be at the option of the Management Committee either by postal voting returnable by not less than five (5) days prior to the Annual General Meeting OR by ballot at the Annual General Meeting. If there shall be an insufficient number those seeking election shall be declared elected and the Management Committee may fill the vacancy by appointing any member of the Association thereto and such member shall hold office until the next following Annual General Meeting.
15. The incoming President and Vice-President must come from the previous year's Management Committee and the outgoing Vice-President shall automatically take the ingoing Vice-President's position on the Management Committee.

16. Should any vacancy occur in the Committee the continuing members of the Committee may fill the vacancy by appointing any member of the Association thereto and such member shall hold office until the next following Annual General Meeting.
17. The members in General Meeting may on the recommendation of the Management Committee appoint any member or past member of the Association in recognition of his or her service on the Management Committee and to the Association to be an Honorary Life Member of the Management Committee and the Association.
18. The Management Committee shall have the entire management of the Association and shall determine and carry into effect all matters in which the Association is interested. For the purposes of Rule 16 of the Australian Association of Stud Merino Breeders the Management Committee shall be the State Committee.
19. The Management Committee shall meet at such times and places as it may determine.
20. At all meetings of the Management Committee of which notice has been given five (5) members shall constitute a quorum and the Chairman shall have a casting vote as well as a deliberative vote.

#### **ADMINISTRATION**

21. The proceedings of any meeting of the Association or the Management Committee shall be recorded in a Minutes Book provided for that purpose.
22. There shall be an Executive Officer to the Association to be appointed by the Management Committee on such conditions as the Management Committee may determine. The Executive Officer shall be the Public Officer.
23. The funds of the Association shall be paid into such bank or banks as the Management Committee shall decide. Bank accounts shall be operated upon by any two (2) of the President, Vice-President, Treasurer and Executive Officer.

#### **COMMON SEAL**

24. The Association shall have a Common Seal which shall only be affixed pursuant to a resolution of the Management Committee by and in the presence of any two (2) members of the Management Committee.

#### **GENERAL MEETINGS**

25. The Annual General Meeting of the Association shall be held during the month of September in each year or at any other time as the Management Committee shall determine.
26. A Special General Meeting shall be called by the Executive Officer upon receipt of a written request signed by at least six (6) financial members of the Association or at the direction of the President. No business other than the business referred to in the Notice calling the Meeting shall be dealt with at a Special General Meeting.
27. All General Meetings shall be called by letter or circular posted in South Australia to the address of members at least fourteen (14) days previous to such meeting notifying the time and place of meeting and the nature of the business to be transacted at such meeting.
28. At all General Meetings ten (10) members personally present shall form a quorum.

29. At all General Meetings all questions shall be determined by a show of hands of those members present but if five (5) or more members demand a ballot the same shall be taken on the following voting basis:-
- |  |         |
|--|---------|
| Members owning up to 1,500 sheep         | 1 vote  |
| Members owning from 1,501 to 4,000 sheep | 2 votes |
| Members owning over 4,000 sheep          | 3 votes |
30. Nothing contained herein shall prevent this Association withdrawing from affiliation with any other body should the Management Committee decide upon such withdrawal.
31. Any member may be represented at any General Meeting by a proxy appointed in writing by such member or by a representative appointed under Rule 5 or by a proxy appointed in writing by such representative. Any such proxy shall be either a person employed by the member in a senior capacity and in connection with the member's Stud Breeding activities or a member of the Association. Such representative or proxy may vote on behalf of such member. Any such appointment may be to attend and vote at any particular meeting or to attend any future meeting or meetings and vote thereat. The validity of any such proxy under this Rule shall not be challenged.

#### OBSERVANCE OF RULES

32. Every member shall strictly observe and act in conformity with and not otherwise than in accordance with these Rules and all Rules and by-laws made hereunder.
33. No member shall sell any Merino Ram or Poll Merino Ram by or from any sheep which is not registered pursuant to these Rules without disclosing to any purchaser the fact that these sheep are not registered.
34. 34.1 If it shall appear that any member may have been guilty of any breach of these Rules or of any Rules or By-laws made hereunder or be guilty of any misconduct detrimental to the interests of the Association the Executive Officer if directed to do so by the Management Committee shall call upon such member to appear before the Management Committee at least one (1) calendar month before such meeting of the Management Committee and the Management Committee may make such enquiry as it considers appropriate in the circumstances and may in the exercise of its judgment impose upon such member such fine as the Management Committee may think proper in the circumstances or may determine that such member should be expelled from the Association.
- 34.2 **PROVIDED ALWAYS** that upon any such enquiry in Rule 34.1 above the member shall be informed of the alleged breach or misconduct and shall be given a reasonable time to answer any charge that may be laid against him or her and to provide any explanation or evidence that he or she may consider desirable and an opportunity shall be afforded him or her to appear before the Management Committee to answer any such charge and to furnish such evidence or explanation as the circumstances may warrant.
- 34.3 The determination of the Management Committee shall be communicated to the member and in the event of an adverse determination the member shall subject to Rule 34.4 cease to be a member fourteen (14) days after the Management Committee has communicated its determination to him.
- 34.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Executive Officer of the Association within fourteen (14) days after the determination of the Management Committee has been communicated to the member.

- 34.5 In the event of an appeal under Rule 34.4 the appellant's membership of the Association shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard and in such event membership will be terminated at the date of the general meeting at which the determination of the Management Committee is upheld.

### **FLOCK REGISTER**

35. The Association shall keep a Flock Register and arrange so far as possible for the flocks of members to be entered into the Australian Stud Merino Flock Register.
36. Any owner of a Merino or Poll Merino flock may apply to have that flock registered in the Flock Register of the Association if the flock comprises at least twenty-five (25) Stud Merino or Poll Merino breeding ewes or an equivalent number of ewe progeny bred from embryos purchased from a registered stud.
37. Where a member is a lessee of sheep either alone or jointly with others the member shall be deemed to be the owner of such sheep for the purposes of these Rules.
38. Any such application shall be made in writing in the prescribed form to the Management Committee.
39. The application for registration of a flock in the Flock Register may be accepted or rejected by the Management Committee and it shall not be called upon to assign any reason for any rejection.
40. Every application for the registration of a flock in the Flock Register shall be verified by the Statutory Declaration of the owner of the flock and shall state:
- (a) the brief history of the flock;
  - (b) from whom the flock was obtained or originally derived;
  - (c) the period during which the applicant has owned and has been in possession of the flock;
  - (d) the number of ewes and/or embryos originally purchased or acquired by the applicant and from whom the same were acquired;
  - (e) the number of ewes and/or embryos bred by the applicant during the then present season;
  - (f) particulars of all ewes and/or embryos added to the flock from other flocks , since the flock's inception;
  - (g) particulars (including breeding) of any rams or semen being used in the flock at date of application and all registered rams or semen previously used in the flock. (Note: Only licensed semen can be transferred).
41. No flock will be eligible for registration in the Flock Register unless and until it has been approved for that purpose by the Management Committee.
42. Every person registering a flock in the Flock Register shall forthwith apply to the Management Committee for the registration of the stud name acceptable to such Committee.

43. The Management Committee shall not register any stud name:-
- (a) which is identical with another stud name registered in the Association's Flock Register or the Register of the Australian Stud Merino Flock Register or so closely resembles such other stud name as to be likely to mislead
  - or;
  - (b) which is similar to a name or word generally recognised throughout the pastoral industry and which the Management Committee considers unsatisfactory for use as a stud name or;
  - (c) which by reason of its association or otherwise the Management Committee considers if registered might be misleading or to be contrary to the general interests of the Association or of its members.
  - (d) **PROVIDED ALWAYS**; that in respect of a name which has ceased to be registered as such name:  
  
that the stud name may, at the discretion of the Management Committee be re-registered as a stud name by its immediate past registered owner within 10 years of such cessation. At the expiration of that period, the past owner shall cease to have any preferential right to re-registration.
44. If any stud name shall be or has been registered and if the Management Committee subsequently finds that facts existed at the date of such registration which if known to the Management Committee would in the opinion of the Management Committee have precluded such registration then:
- (a) the Management Committee may require the registered owner of such name to adopt such variation of it as is approved by the Management Committee and the Management Committee may amend the registration accordingly or;
  - (b) the Management Committee may cancel the registration of such name.

#### **TRANSFER OF REGISTERED STUD**

45. The registered stud may be transferred only with the approval of the Management Committee and then only if expressly approved in writing by the registered owner to a person who has acquired the whole or substantially the whole of the Merino or Poll Merino flock of such registered owner.
46. Should any owner of a Merino or Poll Merino flock registered in the Flock Book desire to change the stud name a fee as set out by the Australian Association of Stud Merino Breeders will be charged. Such fee shall not be applicable if the history of the stud concerned has not already appeared in a Flock Book.

#### **DISPOSALS FROM REGISTERED STUD FLOCKS**

47. The owner of a registered flock shall furnish to the Executive Officer full particulars of all sheep sold, leased or otherwise disposed of as stud sheep from the flock.

48. Such particulars shall be those as are from time to time required by the Management Committee and shall include:-
- (a) the breeding and description (including sex and age) of the sheep disposed of;
  - (b) the name and address of the person to whom such sheep have been disposed (hereinafter referred to as "the disponee");
  - (c) the date when such sheep were delivered to the disponee;
  - (d) the nature of the disposition namely whether the disposition is by sale, lease, gift or otherwise and in the case of lease or of any disposition other than by way of absolute transfer the particulars of such disposition.
49. The registered owner shall furnish to the disponee a signed certificate which shall be signed by the disponee.
50. Sheep culled from a registered flock shall be deemed to have been sold as culls from the flock and shall be ineligible for registration or use as stud sheep.
51. Where sheep other than culled sheep are disposed of from a registered flock:
- (a) to another member (hereinafter called the "transferee") the transferee shall furnish to the Management Committee full particulars of the sheep so acquired and the particulars shall correspond with those required to be furnished pursuant to Rule 40;
  - (b) to a person who is not a member the sheep shall not be eligible for registration as a flock nor shall any flock comprising such be eligible for registration:
    - (i) unless and until all particulars of the disposition have been furnished to the Flock Register pursuant to Rule 40 by the registered owner and until such particulars of such disposition have been furnished by the disponee as are required to be furnished by the registered owner pursuant to Rule 40;
    - (ii) if the sheep are expressed by the registered owner to have been disposed of as culled sheep;
  - (c) the particulars required to be furnished by the registered owner pursuant to Rule 40 shall be furnished on or before the next succeeding date prescribed for furnishing Annual Returns pursuant to Rule 58.
52. Notwithstanding anything contained in these Rules the owner of a registered flock who culls sheep from that flock and disposes of the sheep so culled shall not be required to furnish any return or notice of disposal in relation to such disposition.
53. If any such sheep are admitted to a registered flock contrary to these Rules the flock shall ipso facto be liable to de-registration.
54. In the preceding Rules 47-53 the word "sheep" shall include semen and embryos.

#### **FIELD DAYS**

55. The Association may conduct field days or sheep shows for its members at such dates to be determined by the Management Committee from time to time and member studs may conduct such field days either on their own properties or at a venue determined by the Management Committee. All members will be required to accept any conditions required by sponsors for Field Days and approved by the Management Committee for such field days.

## POWER TO DE-REGISTER

56. The Management Committee may de-register a flock and remove it from the Flock Register if:-
- (a) the owner fails to lodge an annual return in respect of any calendar year before the 31st day of March next succeeding the end of that month;
  - (b) if the registered owner fails to pay membership or any registration fees or other money payable hereunder within sixty (60) days of being required by the Executive Officer in writing to make such payment;
  - (c) if the registered owner of the flock fails to furnish any particulars or information or any statutory declaration required to be furnished by or pursuant to these Rules or any Regulations made there under or if any information or particulars furnished by such owner are found to be false.
57. Before the Management Committee shall de-register any flock or delete from the Flock Book any matter published therein concerning an individual flock or the owner thereof the Management Committee shall through the Executive Officer inform the Executive Director of the Australian Stud Merino Flock Register of all relevant information within the knowledge of the Committee. The Executive Officer shall forthwith notify in writing the owner of the action proposed to be taken by the Management Committee and request the owner to furnish within sixty (60) days such information and such reasons as the owner may think fit to avoid the action so proposed and all such information and reasons shall be supported by the statutory declaration of the owner or by the statutory declaration of one or more other persons if the information is within the knowledge of such one or more other persons.

## ANNUAL RETURNS

58. Every owner of a registered flock shall submit in writing to the Executive Officer in respect of each calendar year ending 31st of December the Annual Flock Return in the form prescribed for that purpose by the Management Committee and containing the information which the form indicates as being required.
59. The Annual Flock Return for each calendar year shall be furnished to the Executive Officer not later than the 31st of January next succeeding the close of that year.
60. Any owner of a registered flock who fails to furnish pursuant to these Rules an Annual Flock Return by 28th of February in respect of any year shall pay to the Executive Officer a fine of fifty dollars (\$50.00) plus GST and subject to such payment a Return lodged on or before the 31st of March next succeeding the end of such calendar year may be accepted by the Executive Officer provided that this penalty may be reduced by the Management Committee.
61. An Annual Flock Return in respect of any calendar year shall not be accepted if lodged after the 31st day of March next succeeding the end of such year except with the consent of the Management Committee and then only upon such conditions as the Management Committee may impose and unless otherwise determined by the Management Committee shall not be accepted unless the owner of the flock shall pay:-
- (a) an additional amount equal to the owner's annual subscription in addition to the annual subscription;
  - and
  - (b) all registration fees; and
  - (c) a fine of fifty dollars (\$50.00) plus GST.

Provided that any or all of these penalties may be reduced by the Management Committee. Notwithstanding such payments the entry may not be included in the Flock Book if received after the 31st of March.



## **DEFINITION OF POLL MERINO SHEEP**

62. The following definition shall apply as a standard to be observed for Poll Merinos:
- (a) For a ram to be classed as a Poll Merino ram it must -
    - (i) be sired by a Merino ram or a Poll Merino ram out of a Merino ewe or a Poll Merino ewe;
    - (ii) have a concavity in the bone of the skull on the horn site. A bone knob or a small scur may be set in the concavity. (Note: A scur is a horny growth not attached to the frontal bone);
    - (iii) not have a scur or bone knob either of which measures more than 25mms in diameter across the widest part of its base.
  - (b) For a ewe to be classed as a Poll Merino ewe it must -
    - (i) be sired by a Merino ram or a Poll Merino ram out of a Merino ewe or a Poll Merino ewe;
    - (ii) have a concavity in the bone of the skull on the horn site.

## **STUD RECORDS**

63. Every owner of a registered flock shall keep proper records of stud breeding activities in such flock and in particular shall keep such records as may from time to time be prescribed by these Rules or by the Management Committee or the Committee of the Australian Stud Merino Flock Register and all such records shall be open for inspection by any person authorised by the Management Committee or by the Committee of the Australian Stud Merino Flock Register and any person so authorised shall be at liberty to take such copies or extracts there from as may be thought fit.

## **OFFICERS AND MEMBERS OF COMMITTEES INDEMNIFIED**

64. 64.1 The Association may, to the extent permitted by the Associations Incorporation Act ("the Act"):
- (a) purchase and maintain insurance, and
  - (b) pay or agree to pay a premium for insurance,
- for any person to whom this clause applies against any liability the person incurs as a member of the Management Committee or as an officer of the Association including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal and whatever their outcome.
- 64.2 To the extent permitted by law and without limiting its other powers under these Rules, the Association may enter into deeds or agreements in favour of any person to whom this clause 64 applies agreeing:
- (a) to effect and maintain insurance for the purposes of this clause during such person's term of office and for a period of up to seven (7) years after that person ceases to be a member of the management Committee or an officer of the Association, and
  - (b) to permit any such person, subject to any applicable legal professional privilege, to have access to the documents and records of the Association for the purpose of defending such legal proceedings.

65. Each officer and each member of the Management Committee shall be entitled to indemnity out of the funds of the Association and to be indemnified by the members jointly against all loss and liability bona fide and properly incurred in the carrying out of their functions on behalf of the Association.
66. No member of the Association and in particular no member of the Management Committee or of any other Committee nor other person holding office shall be liable at the instance of any other member of the Association by reason of any omission on the part of the member or Committeeman or officer for anything done or purported to be done in good faith in accordance with these Rules or By-laws made hereunder or in the exercise of any direction or function entrusted to such person by or under these Rules or any By-law made hereunder.

#### **ALTERATION OF RULES**

67. The members of the Management Committee may by a resolution carried by not less than three fourths of the members present and voting amend the Rules of the Association for the time being in force whether by alteration addition or amendment in such manner as the meeting may think fit **PROVIDED THAT** any such proposed amendment shall be regarded as special business and notice thereof shall be given accordingly in the notice convening the meeting.

#### **TERMINATION OF MEMBERSHIP**

68. Any member may by written notice to the Executive Officer tender notice of resignation from the Association but no such resignation shall relieve any member from payment of any subscription or other moneys due to the Association at the time of such resignation and any such subscription or other moneys shall be deemed to be a debt due to the Association and shall be recoverable from the member resigning provided however that any member whose resignation is received by the Executive Officer on or before 31st August shall not be liable to pay any subscription for the current year and any member whose resignation is received by the Executive Officer on or after 1st September shall be liable to pay the subscription for the current year calculated pro rata up to the date notice of resignation shall be received by the Executive Officer.
69. Any member who shall be six (6) months in arrears in the payment of subscription shall not be entitled to hold any office in the Association and the Management Committee may strike off the roll of members the name of any member who shall be twelve (12) months in arrears in the payment of the subscription.

#### **WINDING UP**

70. If upon the winding up of the Association there shall remain after satisfaction of all its debts and liabilities any assets whatsoever the same shall not be paid or distributed amongst the members of the Association but shall be paid or transferred to the Australian Association of Stud Merino Breeders.

**BY-LAWS**

**SOUTH AUSTRALIAN STUD MERINO SHEEPBREEDERS' ASSOCIATION INCORPORATED**

**BY-LAW No. 1**

**MEETINGS BY PERSONS NOT PRESENT**

1. A meeting of the Association or of the Management Committee or any Sub-Committee of the Association may be held by telephone, tele-conference, facsimile or any other form of communication provided that all members of the Association, Management Committee or any Sub-Committee of the Association are satisfied concerning the method of communication proposed and have the opportunity to participate and provided also that every resolution is carried with the participation of a proper quorum of members of the Association, Management Committee or Sub-Committee.
2. All resolutions passed at any such meeting shall be recorded in an appropriate way and provided to the Executive Officer for inclusion in the Minute Book and distribution by the Executive Officer at the discretion of the Chairman of such meeting.

**SOUTH AUSTRALIAN STUD  
MERINO SHEEPBREEDERS'  
ASSOCIATION INCORPORATED**

ABN: 21 254 813 645

**RULES**

**REVISED OCTOBER 2001, OCTOBER 2016**