

## **CONSTITUTION OF THE AUSTRALIAN BELTED GALLOWAY ASSOCIATION INC.**

The name of the Association is "THE AUSTRALIAN BELTED GALLOWAY ASSOCIATION INC." hereinafter referred to as the "Association".

"COUNCIL" shall mean the Committee of the Australian Belted Galloway Association Inc.

"ASSOCIATION'S OFFICE" The Association's Office shall be situated at ADELAIDE, or any other place that Council may from time to time decide.

### **THE OBJECTS FOR WHICH THE ASSOCIATION IS ESTABLISHED ARE-**

- a) To promote and encourage the breeding of Belted Galloway cattle at home and abroad, and the maintenance of their purity.
- b) To establish and publish a Herd Book of recognised and purebred bulls used in the past, and the registration of the pedigrees of such bulls and cows as are proved to the satisfaction of the Council, to be eligible for entry.
- c) To compile, and publish annually, a Statement of transactions connected with the Breed, such as particulars relating to Shows, Sales and other usual transactions.
- d) The holding of Shows and Sales, obtaining classes and giving prizes at various Shows, and the appointment or recommendation of Judges.
- e) The investigation of cases of doubtful and suspected pedigrees.
- f) The undertaking of the arbitration upon and settlement of disputes and questions relating to or connected with Belted Galloway cattle, and the breeding and sales thereof, and for other subsidiary purposes.
- g) To purchase, rent, take or lease in exchange, hire, or otherwise acquire, construct, provide, make, hold, improve, and maintain real and personal property rights, privileges assets, or funds of the Association or any of them or for the proper management of the affairs of the Association or any of its objects.
- h) To receive subscriptions and other payments for the general purposes of the Association.
- i) To advance and lend monies on securities or assets of any kind, or upon personal securities to guarantee the payment of money, and performance of obligations of all kinds.
- j) To draw, accept, endorse, make, issue and discount promissory notes, bills of exchange, and all negotiable or transferable instruments.
- k) To sell, assign, lease, mortgage, or dispose of or turn to account in any way, any of the real or personal property of the Association or its undertaking estate or interest for such consideration as the Association may think fit.
- l) To raise, borrow, or secure monies in such manner and on such terms and upon such securities if any, as may be determined by the Council.
- m) To do all things that the Council may consider necessary for the purposes of attaining or promoting the objects of the Association.
- n) To make and frame regulations and By-Laws for the government of the Association and to do all such other things as may be deemed incidental or conducive to the attainment of promotion of the above objects or any of them, or any of them as Principals or Agents, and either solely or in conjunction with any Firm, Person, Association or Company.

The Association is prohibited from making any distribution whether in money, property, or otherwise to its members directly or indirectly or to any relative of a member nor shall it be either directly or indirectly or to any relative of a member. PROVIDED THAT subject to the provisions hereinafter contained, nothing herein shall prevent the payment

in good faith of reasonable and proper remuneration to any Officers or Servants of the Association, or to any Member of the Association in return for any services actually rendered to the Association.

## **MEMBERSHIP**

The Membership of the Association shall be the existing members as at the date of acceptance of these Rules and Regulations and such other persons as may afterwards be admitted in accordance with the Rules and Regulations in force. The maximum Membership shall

**7. CLASSES OF MEMBERSHIP**-Membership shall be divided into the following classes-

- a) **ORDINARY MEMBER (FULL MEMBERSHIP)** which shall include members who pay the annual subscription and who shall be entitled to all rights and privileges of the Association not being one of the following classes-
- b) **LIFE MEMBERS** are those members who paid a lump sum subscription which was considered sufficient from time to time by the Council for life membership up to 19 July 2003 but no new life memberships can be taken out from that date but all existing life members as at 19 July 2003 shall retain all the rights and privileges of full membership for life but do not pay any further membership subscription.
- c) **HONORARY MEMBERS** which shall include any person who in the opinion of the Council has advanced or is likely to advance the objects and interests of the Association and any person considered and elected as such shall become a member of the Association upon his consenting so to do. Such person shall not be required to make any payment either in respect of Entrance Fee or Annual Subscription, but for every other purpose they shall be Members of the Association.
- d) **COMMERCIAL MEMBERS** shall include members owning Commercial Herds with a breeding interest in Belted Galloways who shall pay the annual commercial subscription. A Commercial Member shall NOT be entitled to voting rights.
- e) **JUNIOR MEMBERS** which shall include persons under the age of 18 (eighteen) years. Such persons shall be admitted on payment of the applicable admission fee at that time, and in each year shall pay the Annual Subscription for Junior Members as the Council shall from time to time decide. **NO VOTING RIGHTS APPLY.**
- f) **AFFILIATED MEMBERS.** The Council shall have power to appoint Affiliated Members from amongst the Members of any Society, Association or Club, with which the Association is affiliated who are visiting or temporarily resident in Australia, and are desirous of admittance to the Association. Such person shall not be required to make any payment either in respect of the Entrance Fee, or Annual Subscription and shall be members of the Association for such time as the Council shall decide upon. Any Affiliated Members shall not have the right to hold Office, or the right to vote at any meeting of the Association.
- g) **ASSOCIATE MEMBERSHIP** shall be available to person or persons interested in the welfare of the Breed and/or the Association, but do not have a registered Stud, upon the payment of the Annual Associate Subscription as the Council shall decide upon from time to time for Associate Membership. **NO VOTING RIGHTS APPLY.**
- h) **FOREIGN MEMBERS** – Foreign Members residing overseas who pay the annual subscription (at the rate of a full member) or (life member) shall be entitled to all of the rights and privileges of the Association except that such members shall not be eligible to stand for council or vote in elections for councillors unless the members owns cattle registered in the Herd Book of the Association. Where such cattle are registered in a State of Australia the member shall be entitled to all the privileges of a member domiciled in the State where the cattle are registered.

**8. RESIGNATION OF MEMBERSHIP**-Any member who wishes to resign his Membership may do so by giving a written notice to the Secretary and paying his current subscription and also all monies due by him to the Association. In the absence of such notice, members shall be liable for the current year's subscription.

## 9. SUBSCRIPTION-

- a) In the first year of the Association the subscription shall be \$50.00 per member, payable in advance on or before 1st of July of this year.
- b) In each succeeding year, the Annual Subscription of the Association shall be as determined by the Annual General Meeting, provided always that it shall not be less than \$50.00 per member payable annually. The annual subscription shall be payable in advance on or before the 1st day of April in each year.
- c) The Annual General Meeting shall review the Membership subscriptions annually for Life Members, Ordinary (Full) Members, Commercial, Junior and Associate Memberships, with the view to increasing subscriptions to come into line with other Beef Cattle Societies, and thereby assisting to offset administration costs.
- d) **ARREARS**-Any member whose annual subscription is in arrears for three months shall not be entitled to nominate any member for the Council, nor to vote on any matter at any meeting of the Association, neither shall he be entitled for nomination for a seat on the Council.

Any member whose annual subscription is in arrears for six months, shall automatically cease to be a member of the Association, and in order to be reinstated must pay all arrears and apply to be re-elected as a Member.

**10. ADMISSION OF MEMBERS**-Any person directly interested in the breeding of Belted Galloway cattle desiring to become a member of the Association shall forward his name and address, and other particulars on the prescribed form of Application for Membership, together with the amount of Annual Subscription including Entrance Fee to the Secretary of the Association and upon receiving his acknowledgment shall become possessed with the rights and privileges of Membership until the expiration of the then current financial year, subject to ratification of the Council of the Association at its next meeting.

The Application will be considered accepted if passed by a single majority of those members present, provided always that the provisions in Rule 19 as to a quorum are complied with.

The Secretary shall keep a record of the number voting. If the Application is not accepted and an Entrance Fee has been charged, such shall be refunded to the Applicant.

The Secretary of the Association shall have the right at all times to accept any Application for membership subject to the ratification of Council as set out in this Clause.

## **FEES FOR NEW MEMBERS -PRO RATA BASIS**

Applications for new Memberships received between 1st April and 30th June -FULL MEMBERSHIP AND ENTRANCE FEES PAYABLE.

Applications received between 1st July and 30th September -75% of FULL MEMBERSHIP PAYABLE, plus FULL ENTRANCE FEES.

Applications received between 1st October and 31<sup>st</sup> December -50% of FULL MEMBERSHIP PAYABLE, plus FULL ENTRANCE FEES.

Applications received between 1st January and 31<sup>st</sup> March-25% of FULL MEMBERSHIP PAYABLE, plus FULL ENTRANCE FEES.

**1 LEAVE OF ABSENCE**-The Council may grant leave of absence to any councillor including the President, Vice President or Immediate Past President on such terms and conditions as it considers appropriate.

## 12. COUNCIL

(a) The Council shall consist of President, Immediate Past President, Vice President, Treasurer/Secretary and at least six (6) full members of the Association with at least one (1) member from each State.

(b) Should any elected member of Council resign or become incapable of acting, the Council shall appoint some other member to fill the vacancy.

(c) The President who is elected for a two year term need not stand for election to Committee in the middle of his term.

(d) The President shall become the Immediate Past President for one year on his or her ceasing to be President subject to clause 12(e).

(e) The President must serve his full term of two years in order to become the immediate Past President on the expiration of this term. If the President were to resign during his term as President, he shall also be deemed to have resigned as a Councillor and shall not be eligible to become the immediate Past President.

f) The quota for the number of Councillors to be elected from each State shall include the President and the immediate Past President as the case may be.

### **13. POWERS OF COUNCIL**

1 The management of the business of the Association shall be vested in the Council who may exercise all such powers and do all such acts and things as are or shall be authorised or directed to be done by Statute of these Articles, by the Association.

2 In furtherance and not in limitation of the general powers conferred or implied by the above, but subject nevertheless to any specific limitation of these powers contained in these Rules, it is expressly declared that the Council shall be entrusted with and

3 **THE GENERAL MANAGEMENT OF THE ASSOCIATION**-The Council shall meet as the President, or in his absence a Vice President, may determine but notwithstanding the foregoing provision the Council shall hold meetings at least three times a year. Minutes of all Resolutions shall be kept by the Secretary. All Minutes, Resolutions, and proceedings of meetings of Council shall be entered in a book kept for such purposes.

The management of money and all other articles, the property of the Association shall be, and are hereby declared to be vested in this Council, in trust for the members of the Association, so that any action, suit or proceedings, act deed, matter or thing whatsoever that may be necessary for the recovery or preservation of the same or a part thereof, shall be brought or done, made or executed in their names as a Council aforesaid.

b) **APPOINTMENT OF SUB-COMMITTEES**-Appoint sub-committees in conformity with these Rules and also have power to appoint from time to time, any one or more of their number together with other members of the Association to the sub-committee for any particular purpose, and to revoke their appointment.

c) **SUSPEND MEMBERS**-Suspend members for a period not exceeding six months, any member who in the opinion of the Council, has infringed any of the Association's Rules and Regulations, and such member shall not be entitled to vote at any meeting until such suspension shall have expired.

As a means of disciplining an obnoxious member, the Council on receiving a complaint in writing from any member and having consulted and decided that the conduct of the member complained of, is contrary to the Rules, or inconsistent with the character and interest of the Association may suspend such member.

d) **EXPEL MEMBERS**-It shall be the duty of the council, if at any time they shall be of the opinion that the interests of the Association so require, to invite by letter any member to withdraw from the Association within a time specified in such letter, and in default of such withdrawal, to submit the question of his

expulsion to an Extraordinary General Meeting to be held within six weeks after the date of such letter. At such meeting, the member whose expulsion is under consideration shall be allowed to offer an explanation of this conduct verbally or in writing, and if thereupon two-thirds of the members present shall vote for his expulsion, he shall forthwith cease to be a member of the Association.

The voting at such Extraordinary General Meeting shall be by secret Ballot. The Council is empowered to exclude such members from all the privileges of membership pending the holding of such Extraordinary General Meeting.

e) **APPOINT NEW MEMBERS**-According to the procedure as set out in Rule 10.

f) **INTERPRETATION AND ENFORCEMENT OF RULES**-The interpretation and enforcement of these Rules will be solely in the power of the Council, or any person so delegated by them as they may from time to time see fit.

g) To regulate their own proceedings subject to the provisions hereinafter contained as to quorums.

h) To arrange for publication of such information and hold such meetings for communication of discoveries and information as the Council may deem expedient for the purposes defined on the objects of the Association.

i) To make from time to time such regulations as to the qualification for nature, form and contents of, and terms and conditions of entry in and also time, mode and terms of issue of the Herd Book, and any supplement thereof or any other publication of the Association as they may think proper.

j) They may acquire for the Association any pedigree of publications with the copyright therein respectively (if any) the possession of which they may deem likely to be in any way advantageous to the Association and may establish any publications devoted to or bearing upon any objects of the Association.

k) **APPOINTMENT OF CLASSIFIERS/INSPECTORS** To appoint Official Classifiers/Inspectors to act on behalf of the Council to carry out Classification and/or Inspection of cattle, at the request of Council.

If any case occurs which is or is not, in the opinion of the Council provided for by these Rules, it shall be determined by such Council in such manner as they shall think fit and their decision shall be final.

#### 14. **FORMATION OF STATE COMMITTEES**

1) The Members of a State may, with the approval of the Council form a State Committee for that State-a) The formation of a State Committee shall be by Resolution of the members comprising that State. b) The appointments to State Committees shall be made by Resolution passed at a General Meeting of the Members of that

State. c) The Australian Capital Territory shall be deemed to be part of the State of New South Wales and the Northern Territory

shall be deemed to be part of the State of South Australia. d) For the purpose of the Rules, a person shall be deemed to be resident in the State in which he or she resides. e) A person appointed to a State Committee shall hold Office until

i) His or her appointment be revoked by a Resolution of members of the State in a General Meeting. ii) He or she resigns. iii) He or she ceases to hold his or her residential qualifications. iv) The close of the Annual General Meeting of members of the State next succeeding the date of his appointment.

f) Members of a State Committee may meet together for the dispatch of business and otherwise at their meetings, and proceedings, as they think fit, and may determine a quorum necessary for the transaction of their business. g) Until

otherwise so determined, a quorum for a State Committee meeting shall be three members of the Committee present in person. h) No State Committee shall have the right to incur any expenses or other costs on behalf of the Council of the Association.

## **15. DUTIES OF OFFICERS OF THE COUNCIL-**

a) **PRESIDENT**-The President shall preside at all meetings of the Association. He shall not necessarily preside at meetings of sub-committees. He shall officially represent the Association and exercise a supervisory authority on all Association matters.

b) **VICE PRESIDENT**- To deputise for the President, as required.

c) **SECRETARY**-The Secretary shall convene all meetings of the Association and keep regular and correct Minutes of same, and generally discharge the duties appertaining to his Office. He shall present to the Annual General Meeting, a report covering the activities of the Association during the previous year.

d) **TREASURER**-The Treasurer shall in the name of THE AUSTRALIAN BELTED GALLOWAY ASSOCIATION (INC) open an account or accounts at a Bank/Banks to be named by the Council and all monies received shall be deposited to the credit of such accounts. The Treasurer shall submit to the Annual General Meeting, a statement of Accounts and Balance Sheet for the past year ended 30th June, which shall have been audited and certified to be correct by the Auditor/s. The Treasurer shall keep correct accounts and books showing the financial affairs of the Association and the particulars usually shown in the books of account of a like nature.

All cheques shall be signed by any two of the following, viz, President, Secretary/Treasurer, and/or any other Members of Council who are appointed from time to time. All payments shall be approved by the Council.

1 **SUB-COMMITTEES**-At any meeting of the Council when and if the Council shall consider it necessary, the following sub-committee shall be appointed.

2 **DISPUTES COMMITTEE** which shall consist of any three members of the Council and shall be selected by the President, or if he is not available, the Secretary to arbitrate any dispute that has arisen.

### **DUTIES OF DISPUTES COMMITTEE-**

To preside and arbitrate over any dispute between any members or any member and non-member or any non-members which has been brought to the attention of the Council. The decision of the Disputes Committee shall be final.

## **18. ELECTION OF OFFICERS AND MEMBERS OF THE COUNCIL**

(a) The Council shall be elected in Terms of Rule 18 for the management of the affairs of the Association;

(b) Members of the Council shall be elected annually by postal ballot and the Secretary shall at least sixty (60) days and not more than ninety (90) days prior to the date of the Annual General Meeting by notice to members posted to their registered address call for nominations for election of members to the Council;

(c) Members of the State shall elect their representative to the Council (such person being herein called "Councillor");

(d) Nominations for the election of Council members shall be in writing and shall include an acceptance of the nomination and shall be furnished to the Secretary within twenty one (21) days of the date of posting by the Secretary to members at their registered address of notices calling for nominations for members of the Council. Such nominations shall specify the State for which the nominations is made. Members may nominate themselves.

(e) Within fourteen (14) days after the closing date for nominations the Secretary shall issue ballot papers for the election of members of the Council and each ballot paper shall set out the Surnames (followed by the Christian names or initials) in alphabetical order of the members nominated for election to the Council together with instructions for

voting and the ballot papers and instructions shall be posted to every voters registered address;

- (i) Each voter shall be instructed to cross out the name of each candidate for whom he does not wish to vote;
- (ii) The names of any retiring members appearing on the list of nominations shall be marked with an asterisk;
- (f) The President, or failing him the Secretary, shall appoint by memorandum in writing a Returning Officer and two or more scrutineers to superintend the taking of the ballot;
- (g) Any equality in voting shall be resolved by lot with the name of the successful candidate being drawn;
- (h) The ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the Secretary and the Returning Officer;
- (i) The ballot shall close at 4:00 o'clock in the afternoon of the day fourteen (14) days preceding the vote;
- (j) The Returning Officer after counting the votes shall certify in writing to the President within seven (7) days of closure of the ballot the result of the ballot and the President shall declare elected as Councillors the person or persons as the case may be for each State with the highest number of ballot votes;
- (k) Each State shall elect at least one member of the Committee, but any State which has more than one hundred (100) head of cattle entered into the Herd Book as at 31 December preceding the Annual General Meeting, shall be entitled to one
  - (1) extra Council member for each complete hundred head of cattle to a maximum of three (3) Council members per State;
- (l) In calling for nominations, the Secretary shall advise members in each State of the number of Councillors to which they are entitled;
- (m) For the purposes of the election of Councillors, the Australian Capital Territory shall be deemed to be part of New South Wales and the Northern Territory shall be deemed to be part of South Australia; and
- (n) If there are insufficient nominees from any State for the number of Councillors to which that State is entitled then the extra number of Councillors required shall be elected at the Annual General Meeting by all members present.
- (o) The President and Vice President shall be elected by the Council. The President shall be elected for a two (2) year term and the Vice President for a term of one (1) year.
- (p) The Treasurer/Secretary shall be elected at the Annual General Meeting by all members present and may not necessarily be a member of the Association. The Treasurer/Secretary shall not have a vote at any Council meeting.
- (q) In order to be eligible to stand for election to council, a member cannot be a member of the council of any other Australian association registering Belted Galloway cattle.
- (r) If at the time of election to council a member is a member of the council of any other Australian association registering Belted Galloway cattle then such election shall be null and void and the provision of Clause 18(b) shall apply.
- (s) If during the term of the council a council member accepts a position on the council of another Australian association registering Belted Galloway cattle, then that member shall be deemed to have resigned from the Council of the Australian Belted Galloway Association from the time of accepting a position on the council of the other organisation and the provisions of Clause 18(b) shall apply.

## 19. QUORUMS-

- a) **ANNUAL OR EXTRAORDINARY GENERAL MEETINGS-**For any Annual and Extra-ordinary General Meeting of the Association; 20% of the then existing financial full and life members, but if there are insufficient financial full members and life members to constitute a quorum, then the meeting shall be adjourned for 30 minutes. If at the end of that period there are still insufficient financial full and life members to constitute a quorum then if 75%

of those financial full and life members present at the meeting vote in favour of the AGM or Extraordinary General Meeting proceeding, then those members present shall be deemed to constitute a quorum for that particular Annual General Meeting or Extraordinary General Meeting only.

b) **COUNCIL MEETINGS**- Three elected members.

c) **DISPUTES COMMITTEE**- The presence of the three duly appointed members by the Council is required.

20. **VOTING**-Only full and life members of the Association in terms of Clause 7a & b, shall be entitled to vote at any Special or General Meeting of the Association. Voting by Proxy shall not be permitted but voting by postal ballot shall be permitted. At all meetings of the Members of the Association, or Council of the Association, or other Committees, the presiding member at such meeting shall have a deliberate as well as a casting vote.

21. **GENERAL AND EXTRA-ORDINARY MEETINGS**-The Annual General Meeting of Members shall be held NOT LATER THAN the 31st October, of each year, to receive the reports of the President, and Secretary, the Treasurer's Statement of Accounts, and Balance Sheet to 30th June of that year, and to transact any other general business of the Association.

At least seven (7) days notice of such meeting shall be given to each Full Member. Special business shall be considered at such meeting, provided that the nature of such Special Business be notified to the Secretary in writing FOURTEEN (14) clear days previous to such meeting. The posting of a Notice through the post shall be deemed sufficient.

#### **EXTRA-ORDINARY GENERAL MEETINGS-**

The President may call Extra-Ordinary General Meetings whenever he shall think fit, but must call an Extra-Ordinary General Meeting on receiving a requisition, signed by three members of the Council, or ten members of the Association within thirty (30) days of the date of the receipt of such requisition -each requisition to clearly state the object for which the meeting is to be called and Fourteen (14) day's notice setting out the business of such Extra-ordinary meeting must be given to each Member.

#### **AMENDMENT TO CONSTITUTION AND/OR REGULATIONS**

All alterations to the Constitution and/or Regulations must be notified to every member of the Association within one month of the date of the meeting when the Rules were adopted.

22. **DEBENTURE**-The Association may issue Debentures. Any Debentures which have been or may be issued by the Association may be redeemed by the Council at its discretion.

23. **SEALHOLDERS** The Association shall at an Annual or Extra-Ordinary General Meeting appoint four Sealholders from among its members of which any two shall jointly sign all instruments requiring execution under the Seal of the Association, and shall hold Office until death, resignation, or removal by an Extra-ordinary General Meeting. The Seal of the Association shall not be affixed to any instrument except by authority of the Council.

The Seal of the Association shall be in the custody of the Secretary. When any vacancy occurs in the Office of Sealholder, the same shall be filled as soon as convenient either at an Extra-Ordinary General Meeting called for that purpose or at the next Annual meeting, whichever is the sooner.

24. **PUBLIC OFFICERS**-The Association shall at an Annual or Extra-Ordinary General Meeting appoint a Public Officer who shall hold Office as such until his death, incapacity, or resignation, or until his removal from such Office by an Annual or Extra-Ordinary General Meeting.

25. **AUDITOR/S** Auditor/s shall be elected at the Annual General Meeting who shall examine the Association's



Balance Sheet and all accounts relating thereto and subject to finding it correct, shall attach a Certificate to the same and submit a report of their examination to the Annual General Meeting.

26. **ALTERATION OF RULES**-These Rules shall not be amended, or added to or rescinded except

a) At an Annual or Extra-Ordinary General Meeting of the members of the Association duly called for that purpose as provided for under Rule 21. Voting at such meeting shall be in person or by way of postal vote.

b) At that meeting the alteration or addition is passed by a simple majority of members present and postal votes received provided always that the number shall represent more than thirty-five percent (35%) of the full members of the Association in terms of Rule 7a and b.

c) Within one month after any alteration of these Rules has been effected, notice thereof in manner prescribed shall be given to the Register of Companies, or in the case of a change of Public Officer, within fourteen days of such change.

d) For the purposes of this clause, postal votes shall be cast as follows:

i) The Secretary shall forward a postal vote form to each member with the notice of meeting. ii) The member shall return the postal vote no later than seven days prior to the meeting. iii) The postal votes shall be opened by the Secretary in the presence of the returning officer appointed by the President and the

Secretary shall report to the meeting of the number of postal votes received and those in favour or against the motion and the number of invalid votes. iv) The postal votes shall be available at the meeting for inspection by any members present. At the end of the meeting the postal votes will be destroyed.

27. **OBLIGATION OF MEMBERS**-Each member shall receive a copy of the Rules of the Association. On making an Application for Membership, each intending member shall be informed of the obligation of members to follow the Rules of the Association, and payment of the Entrance Fee shall be taken to indicate:

a) The member's willingness to comply with and be governed by the provisions thereof, and also the provisions of any alterations or additions thereto subsequently affected in accordance with Rule No. 26.

b) Such signature shall be taken and deemed to absolve every person concerned in carrying out and enforcing such Rules against such member from all personal responsibility or legal liabilities on such account.

28. **WINDING UP**-No resolution for winding up shall be deemed passed unless notice of the intended presentation of the Resolution at an Extra-Ordinary General Meeting is sent to members at least seven (7) clear days before such meeting, and passed by at least four-fifths (4/5ths) of those present, the voting procedure to comply with Rule 21. Any funds made available by the winding up shall be transferred to any one or more Associations as the Council shall at that time consider will most adequately provide for the advancement of Cattle Breeding in Australia.

**NO PERSONS SHALL BE ENTITLED TO PARTICIPATE IN ANY WINDING UP AND THERE SHALL BE NO DISTRIBUTION IN MONEY, PROPERTY, OR OTHERWISE TO ANY MEMBER OR TO ANY RELATIVE OF ANY MEMBER.**

**THE AUSTRALIAN BELTED GALLOWAY ASSOCIATION INC**