

**CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION

OF

**MOHAIR AUSTRALIA LIMITED
ACN 008 585 135**

1. The name of the company is Mohair Australia Limited (hereinafter called "the Company").
2. The objects for which the Company is established are:
 - 2.1 To take over and acquire all the assets and liabilities of the Angora Breed Society of Australia Limited and the Angora Mohair Association of Australia Limited, both of which Companies are incorporated in the Australian Capital Territory.
 - 2.2 To promote, develop, foster and support investigation and research into the improvement of angora goats and the production of mohair in the Commonwealth of Australia.
 - 2.3 To promote, develop, foster, support and supervise the improvement of angora goats and the production of mohair in the Commonwealth of Australia.
 - 2.4 To promote, develop, foster, and support the study, acquisition, dissemination and application of knowledge and information concerning angora goats and the production of mohair.
 - 2.5 To assist the national welfare by promoting improved standards of angora goats and the production of mohair.
 - 2.6 To co-ordinate and correlate the activities of organisations, companies, associations, institutions, statutory bodies and other authorities and individuals interested in angora goats and the production of mohair and the improvement thereof and to that end to assist both Federal and State Governments of the Commonwealth of Australia to such an extent as may be deemed necessary or desirable.
 - 2.7 To stimulate the interest of the public and individuals in angora goats and the production of mohair.
 - 2.8 To promote, develop, foster and support the establishment of standards designed to improve the breeding of angora goats and the production of mohair.
 - 2.9 To obtain all such statistical information as may further the objects of the Company and to promote, develop, foster and support uniform methods of presenting such information.
 - 2.10 To represent the interests of breeders of angora goats and those involved in the production of mohair in such a manner as may be deemed appropriate from time to time.
 - 2.11 To take such steps as are deemed necessary from time to time to protect, safeguard and further the interests of breeders of angora goats and those involved in the production of mohair.

- 2.12 To establish, administer and publish a Herd Book of angora goats.
- 2.13 To affiliate with and enter into arrangements for reciprocity, joint action and co-operation with other organisations of a similar or related character with breeders of angora goats and those involved with the production of mohair, both within the Commonwealth of Australia and overseas.
- 2.14 To promote, develop, foster and support workshops, educational and other institutions concerned in any way with angora goats and the production of mohair.
- 2.15 To promote, develop, foster and support lectures, films, symposiums, conventions, conferences and by all other educational means to further the objects of the Company.
- 3.0 The Company shall have the following powers:
- 3.1 To carry out all or any of the above objects either alone or in conjunction with other bodies, authorities or persons.
- 3.2 To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company provided that in any case where the Company shall take or hold any property which may be subject to any trusts, it shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.3 To enter into any arrangements with any government or government institution, municipal, local or other authority, that may seem conducive to enable the Company to carry out its objects or any of them, to seek and obtain from any such government, government institution or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.4 To appoint, employ, suspend or remove such managerial, secretarial, clerical, and other staff as may be necessary or convenient for the purposes of the Company.
- 3.5 To establish and support, or aid in the establishment and support of superannuation and insurance schemes calculated to benefit employees or past employees of the Company or their dependants and to grant such pensions and allowances to such persons as may be deemed appropriate from time to time.
- 3.6 To invest and deal with the money of the Company not immediately required in such manner and upon such terms and in such securities as may from time to time be determined.
- 3.7 To borrow any monies required by the Company upon such security as may be determined or without security and to make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.
- 3.8 To lend and advance money or give credit to any person or corporation to guarantee or give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or corporation and to secure in any way the repayment of monies lent or advanced to or the liabilities incurred by any person or corporation.
- 3.9 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable transferable instruments.

- 3.10 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- 3.11 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- 3.12 To take any gift of property (either real or personal) whether subject to any special trust or not, for any one or more of the objects of the Company but, subject always to the proviso in sub-clause 3.2.
- 3.13 To establish and maintain relations and affiliations with organisations anywhere in the world having similar or the same objects as the Company.
- 3.14 To print and publish newspapers, periodicals, books, journals, magazines articles or leaflets that the Company may think desirable for the promotion of its objects.
- 3.15 To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- 3.16 To purchase or otherwise acquire or undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 3.17 To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 3.18 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- 3.19 To make, amend and repeal By-laws in accordance with the Articles of Association of the Company for the purposes therein mentioned.
- 4 The provisions of Schedule 2 to the Companies Act 1981 shall not apply to the Company and the powers set forth in clause 3 hereof shall be read and construed without reference to the provision of that schedule.
5. It is further declared that in interpreting any of the Company's objects or powers set forth in this Memorandum of Association, the meaning thereof shall not be restricted by reference to any other object or power by the juxtaposition of two or more objects or powers.
6. The income and property of the Company whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in the Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company or other person in return for any service actually rendered to the Company nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate charged by bankers in Canberra on overdraft accounts on money borrowed from any member of the Company or reasonable and proper rent for the premises demised or let by any member of the Company.
7. The liability of members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that person is a member or within one year afterwards for the payment of the debts and liabilities of the Company contracted before the time when that person ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding the sum of Ten dollars (\$10.00).

9. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company by virtue of Clause 6 hereof, such institution or institutions to be determined by members of the Company at or before the time of dissolution, and in default thereof, by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable or public institution or public university.

10. The full names, addresses and occupations of the subscribers hereto are:

Thomas Bruce HARMSWORTH
80 - 82 Woodhouse Road
Donvale VIC 3111
Principal Melbourne College of Textiles

Justine Jillian HALL
RSD Orbost VIC 3888
Grazier

David John BARRATT
135 Grant Avenue
Toorak Gardens SA 5065
Farmer

Graham Dale MORPHETT
PB 9
Kadina SA 5554
Farmer

Dale Roger PUKALLUS
MS 192
Dalby QLD 4405
Farmer

Ian Benson BLACKLEY.
10 Daymar Drive
Mooroolbark VIC 3138
Farm Manager

Jennifer Louise ANDERSON
Airlie Angora Stud
Caloola
Matheson NSW 2370
Grazier

Jeanette Tina HALLARAN
Railway Parade
Bundanoon NSW 2528

Simon Edward Russell RANICAR
Lemana Junction TAS 7257
Farmer

Michael Benjamin GIBBS
RSD Stacey's Road
Anakie VIC 3221
Grazier

Elizabeth Patricia EGAN
MS 763 Dundowan Road
Pialba QLD 4655
Stud Mistress

Ronald Frederick DROGEMULLER
Murphy Road
Paracombe SA 5132
Farmer

Marjory Ellen JOHNSTON
P.O. Box 108
Gnowangerup WA 6335
Grazier

Leonard Torquil MACLEOD.
Lot 92 Georgeff Street
West Swan WA 6055
Air Control Officer

George Alfred LLOYD O.B.E.
Range View
Dalgety NSW 2630
Company Director and Grazier

Alex John AZZOPARDI
Lot 1 Silverdale Road
Werombi NSW 2570
Purchasing Officer

Douglas Lloyd STAPLETON
"Gundamain"
Cudal NSW 2864
Agricultural Consultant

James John DELLA VEDOVA
23 Argyle Street
Camden NSW 2570
Veterinary Surgeon

Leo MEYER
80 Salmon Street
Hastings VIC 3915.
Farmer

Stewart Walter THOMSON
"Mount Jillett"
Beckom NSW 2655
Farmer

Ronald William CARTER
"Tansley Angora Stud"
M/S 649 Eukey via
Stanthorpe QLD 4380
Farmer

11. We the subscribers, are desirous of being formed into a company in pursuance of this Memorandum of Association.

<u>SIGNATURE OF SUBSCRIBER</u>	<u>WITNESS TO SIGNATURE AND ADDRESS</u>
(SGD) TB Harmsworth THOMAS BRUCE HARMSWORTH	A Bradley 17 Burke Road Sunbury
(SGD) David J Barratt DAVID JOHN BARRATT	LM Stapleton J.P. Gundamain Cudal NSW 2800
(SGD) DR Pukallus DALE ROGER PUKALLUS	ANG Smith J.P. Sunnyside Nashdale NSW 2800
(SGD) GA Lloyd GEORGE ALFRED LLOYD	L.M. Stapleton J.P. Gundamain Cudal NSW 2864
(SGD) D Stapleton DOUGLAS LLOYD STAPLETON	LM Stapleton J.P. Gundamain Cudal NSW 2864
(SGD) Capt. Leo Meyer LEO MEYER	J Edwards 243 Hodgins Road Hastings VIC 3915
(SGD) Jennifer L. Anderson JENNIFER LOUISE ANDERSON	J Cameron Kalanga Matheson NSW 2370
(SGD) Justine Hall JUSTINE JILLIAN HALL	Colin Mann RMB 5873 Broadford VIC 3658
(SGD) G.D. Morphett GRAHAM DALE MORPHETT	Mary Barratt 135 Grant Avenue Toorak Gardens SA 5065
(SGD) Ian D. Blackley IAN BENSON BLACKLEY	Ken Slatter RSD 16 Boort VIC 3537
(SGD) J.T. Hallaran JEANETTE TINA HALLARAN	V. Dawson Devon Road Exeter
(SGD) S. Ranicar SIMON EDWARD RUSSELL RANICAR	E.P. Graves "Woodlands" Lemana Junction TAS 7304
(SGD) Elizabeth P. Egan ELIZABETH PATRICIA EGAN	David Egan M/S 763 Pialba QLD. 4655
(SGD) Marjory E. Johnston MARJORY ELLEN JOHNSTON	K.S. Johnston 50 Youngenup Road Gnowangerup WA 6335

(SGD) RW Carter

RONALD WILLIAM CARTER

(SGD) Michael B Gibbs

MICHAEL BENJAMIN GIBBS

(SGD) RF Drogemuller

RONALD FREDERICK DROGEMULLER

(SGD) LT Macleod

LEONARD TORQUIL MACLEOD

(SGD) AJ Azzopardi

ALEX JOHN AZZOPARDI

(SGD) James Della Vedova

JAMES JOHN DELLA VEDOVA

(SGD) SW Thomson

STEWART WALTER THOMSON

Bruce Brooks

c/- Comet

Coopers Plains QLD 4108

Rodney J. Read

RMB 440

Beaufort VIC 3373

Mary Barratt

135 Grant Avenue

Toorak Gardens SA 5065

Ruth Coad

126 Queens Road

South Guildford WA 6055

L.M. Stapleton J.P.

Gundamain

Cudal NSW 2864

L.M. Stapleton J.P.

Gundamain

Cudal NSW 2864

L.M. Stapleton J.P.

Gundamain

Cudal NSW 2864

Dated this 25th day of May 1983

Corporations Law
A Company Limited by Guarantee

**ARTICLES OF ASSOCIATION
OF
MOHAIR AUSTRALIA LIMITED
ACN 008 585 135**

MOHAIR AUSTRALIA LIMITED
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CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
MOHAIR AUSTRALIA LIMITED
ACN 008 585 135

1. The number of members who may be admitted as members of the Company is not limited.
2. The Company is established for the purposes set forth in the Memorandum of Association.
- 3.1 These Articles shall be construed with reference to the Corporations Law. Terms in these Articles shall be taken as having the same meanings as they have when used in that Law and the Regulations made thereunder unless the contrary intention appears.
- 3.2 The Companies and Securities (Interpretation and Miscellaneous Provisions) Act 1980 applies to and in relation to these Articles as if these Articles were an instrument made, granted or issued under such Act, unless the contrary intention appears.
- 3.3 The Company is prohibited from exercising any powers other than those powers set forth from time to time in Clause 3 of the Memorandum of Association.
4. In the interpretation of these Articles except where excluded by the context:
 - (i) "By-laws" means the By-laws of the Company made pursuant to these Articles;
 - (ii) "Chief Executive Officer" means the Chief Executive Officer of the Company appointed by the National Executive pursuant to Article 16;
 - (iii) "Corporation" means a body corporate howsoever and wheresoever the same shall have been formed;
 - (iv) "Division" means a Division of the Company established pursuant to Article 17;
 - (v) "Division Executive" means that body established by a Division pursuant to sub-Article 17.4;
 - (vi) "financial year" means that period of 12 months ending on June 30 in each calendar year or such other period (whether longer or shorter than 12 months not exceeding 18 months) as is determined by the National Executive;
 - (vii) "full voting rights" means entitlement to vote at Regional, Divisional and General Meetings of the Company;
 - (viii) "goat" means an angora goat;

- (ix) "Herd Book" means the Herd book of the Company referred to in Article 18 and includes both the First and Second herd books referred to in that Article;
- (x) "Member" means a person or corporation admitted to membership of the Company pursuant to Article 5;
- (xi) "National Executive" means the Board of Directors of the Company constituted by Article 11 and comprising those persons set forth in that Article;
- (xii) "person" means a natural person;
- (xiii) "President" means the President of the Company;
- (xiv) "Region" means a Region of a Division of the Company established pursuant to Article 17 or determined by the National Executive pursuant to sub-Article 17.6;
- (xv) "State" means State of the Commonwealth of Australia;
- (xvi) "the ABS" means the Angora Breed Society of Australia.
- (xvii) "the Act" means the Corporations Law;
- (xviii) "the AMAA" means the Angora Mohair Association of Australia Limited a company limited by guarantee incorporated in the Australian Capital Territory:-
- (xix) "the Company" means Mohair Australia Limited a company limited by guarantee incorporated in the Australian Capital Territory and formerly known as Angora Mohair Breeders of Australia Limited;
- (xx) words in the singular include the plural and words in the plural include the singular, and
- (xxi) words importing the masculine gender include all genders.

5 Membership

- 5.1 The first members of the Company shall be the subscribers to the Memorandum of Association.
- 5.2 The following shall be entitled to be admitted as members:
 - 5.2.1 Persons who or corporations which are at the date of incorporation of the Company members of either the ABS or AMAA.
 - 5.2.2 (i) Persons who or corporations or unincorporated organisations which –
 - (a) satisfy the National Executive they are interested in angora goats and/ or the production of Mohair and will further the objects of the Company, and
 - (b) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7
 - (ii) Members admitted pursuant to sub-Article 5.2.2(i) shall be deemed to be BREEDER MEMBERS and shall have full voting rights.
- 5.2.3 (i) persons who or corporations which –

- (a) wish to farm commercial non-registered goats, and
 - (b) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7;
 - (ii) Members admitted pursuant to sub-Article 5.2.3(i) shall be deemed to be COMMERCIAL MEMBERS and shall have full voting rights.
- 5.2.4 (i) persons who or corporations which are –
- (a) commercial brokers, commercial buyers or commercial processors of mohair, traders of mohair products or traders of goat by-products, and
 - (b) re willing to pay a Subscription as determined by the National Executive in accordance with Article 7
- (ii) Members admitted pursuant to sub-Article 5.2.4(i) shall be deemed to be TRADER MEMBERS and shall have full voting rights.
- 5.2.5 (i) Educational institutions being bodies corporate or unincorporated educational institutions which –
- (a) wish to farm any number of registered goats, and
 - (b) accept voting rights at Regional level only, and
 - (c) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7
- (ii) Members admitted pursuant to sub-Article 5.2.5(i) shall be deemed to be EDUCATIONAL MEMBERS.
- 5.2.6 (i) Persons who are 18 years of age or younger who –
- (a) wish to register no more than 25 goats, and
 - (b) accept voting rights at Regional level only, and
 - (c) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7
- (ii) Members admitted pursuant to sub-Article 5.2.6(i) shall be deemed to be JUNIOR MEMBERS.
- 5.2.7 (i) Persons who or corporations which –
- (a) wish to farm commercial non-registered goats, and
 - (b) accept voting rights at Regional level only, and
 - (c) are willing to pay a subscription as determined by the National Executive in accordance with Article 7
- (ii) Members admitted pursuant to sub-Article 5.2.7(i) shall be deemed to be ORDINARY MEMBERS.
- 5.3 Life Membership
- 5.3.1 The National Executive may elect as Life Members of the Company persons who in its opinion have rendered outstanding service to the Company or in the service of its objectives.
- 5.3.2 Life Members:-
- (i) shall be entitled to receive notices of and attend general meetings of the Company and shall be entitled to full voting rights, but

(ii) shall not be liable to pay any subscription to the Company.

5.3.3 Persons elected as Life Members pursuant to this Article may thereupon consent to election and then shall be deemed to have agreed to be bound by the provisions of the Memorandum of Association and these Articles and to observe all the provisions thereof. If such persons do not so consent within 28 days after election as Life Members, the election shall be deemed to be of no force or effect.

6. General provisions as to membership and matters incidental thereto

6.1 An application for membership shall be lodged with the Secretary and shall be in such form and accompanied by such evidence as to the eligibility for membership as the National Executive may from time to time prescribe.

6.2 Upon an application for membership pursuant to sub-Article 5.2.1 being lodged with the Secretary, the applicant shall be deemed to have been admitted as a member.

6.3 A member, being a corporation, or an unincorporated organisation may appoint one person to represent it at a particular general meeting or at all general meetings. Such appointment may be revoked at any time and notification or revocation shall be lodged immediately with the Secretary.

6.4 A person appointed pursuant to sub-Article 6.3 may, whilst that appointment shall remain unrevoked, attend and take part in the proceedings in the same manner as the entity referred to in that sub-Article could do if personally present and shall be entitled to exercise such voting rights as the entity may have under these Articles and be eligible to hold office as a member of the National Executive.

6.5 An unincorporated organisation shall cease to be a member upon the incorporation of that organisation.

6.6 Upon an organisation referred to in sub-Article 6.5 becoming incorporated, it shall be eligible to apply to be admitted as a member and upon its application being lodged with the Secretary, it shall be deemed to have been admitted.

6.7 Any person or corporation or an unincorporated organisation admitted as a member pursuant to these Articles shall be deemed to have agreed to be bound by the provisions of the Memorandum of Association, these Articles and the By-laws made thereunder and to observe all the provisions thereof.

6.8 Save and except in the case of an application referred to in either sub-Article 6.2 or sub-Article 6.6, the National Executive may refuse any application for membership on the grounds:

- (i) that the applicant is not eligible to be admitted as a member, or
- (ii) that the applicant is not, in the interests of the Company, a fit and proper person or entity to be admitted as a member.

6.9 Within 14 days after the National Executive has either approved or rejected an application for membership, the Secretary shall notify the applicant, in writing, of the decision of the National Executive.

6.10 If an application is rejected, the applicant may within 60 days after the date of the Secretary's notification referred to in sub-Article 6.9 appeal against the decision of the National Executive.

- 6.11 Such an appeal shall be in writing addressed to and lodged with the Secretary within the number of days specified in sub-Article 6.10. The appeal shall also request the appointment of a legal practitioner to hear and determine the appeal.
- 6.12 Upon receipt of an appeal made pursuant to this Article, the Secretary shall request the President for the time being of the Law Society of the Australian Capital Territory to appoint a legal practitioner to hear and determine the appeal.
- 6.13 Before hearing and determining the appeal pursuant to this Article, the legal practitioner appointed as the result of a request made pursuant to Article 6.12, may require the applicant to provide such sum as the legal practitioner considers reasonable as security for costs of the appeal within such period of time as he determines and may direct the applicant to pay that sum to the solicitors for the Company to be held by them in trust pending the outcome of the appeal. If the requirements and directions of the legal practitioner made pursuant to this Article are not complied with by the applicant, the appeal shall be deemed to have been discontinued.
- 6.14 Upon the hearing of an appeal pursuant to this Article, the applicant and the Company may each be represented by such person as each may see fit.
- 6.15 The legal practitioner hearing an appeal pursuant to this Article may make such an order as the legal practitioner considers just (including an order as to costs) and such order shall be final and conclusive and shall be observed by and complied with by both the Company, the applicant and every other person concerned.
- 6.16 An appeal pursuant to this Article shall be in the nature of a re-hearing and shall be conducted without due regard to legal forms and solemnities.
- 6.17 For the purpose of this Article, a "legal practitioner" means a barrister and solicitor, a barrister or a solicitor of not less than 5 years standing and in the case of a legal practitioner not practising exclusively as a barrister means a person who has held an unrestricted practising certificate for that number of years.

7. **Subscriptions and levies**

- 7.1.1 Members shall pay such annual subscriptions to the Company as shall be determined from time to time by the National Executive.
- 7.1.2 All subscriptions shall be due and payable on the first day of January in each year or on such other date as may be prescribed in the By-laws.
- 7.2.1 Subject to sub-Articles 7.2.2 and 7.2.3, the National Executive may resolve to impose a Subscription Levy upon the members which shall be such percentage of the annual subscription of each member as is determined by it.
- 7.2.2 A Subscription Levy imposed pursuant to sub-Article 7.2.1 shall not exceed the amount of the annual subscription of each member at the date of the resolution imposing the Subscription Levy.
- 7.2.3 Not more than one Subscription Levy shall be imposed in any one financial year, except with the authority of members given at a general meeting.
- 7.2.4 Any Subscription Levy imposed pursuant to sub-Article 7.2.1 shall be due and payable on the date specified in the resolution imposing the levy.
- 7.3.1 All members who produce mohair shall pay to the Company a Mohair Industry Levy.

7.3.2 The Mohair Industry Levy shall be the percentage of the gross sale proceeds at the point of sale of all mohair sold by each member determined from time to time by the National Executive.

7.3.3 The Mohair Industry Levy shall at no time exceed 5% of the gross sale proceeds.

8. **Cessation and suspension of membership.**

8.1 Any member desiring to resign from the Company shall give 3 calendar months notice to that effect in writing to the secretary.

8.2 If any member being incorporated:

- (i) has a receiver or manager of its property appointed,
- (ii) resolves to call a meeting of its creditors for the purposes of placing it under official management and appoints an official manager,
- (ii) is ordered to be wound up under an order of any court, or
- (iv) resolves by special resolution to be wound up,

such member shall ipso facto cease to be a member.

8.3 If any member being a natural person:

- (i) becomes an insolvent under administration, or
- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

such member shall ipso facto cease to be a member.

8.4 If any unincorporated organisation referred to in Articles 5 or 6:

- (i) becomes an insolvent or makes any composition with its creditors generally,
- (ii) is ordered to be wound up under an order of any court, or
- (iii) resolves to be wound up,

such an organisation shall ipso facto cease to have any right of appointment under these Articles and any existing appointment shall be revoked immediately.

8.5 If in the opinion of a Division Executive a member being an individual has refused or neglected to comply with the provisions of the Memorandum of Association, these Articles or By-laws or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Company, that Executive may resolve either:

- (i) to suspend that member from membership of the Company for such period (not exceeding 6 months) as it thinks fit, or
- (ii) to expel that member from the membership of the Company.

8.6 A resolution of a Division Executive passed pursuant to sub-Article 8.5 shall not be of any force or effect unless:

- (i) that Executive shall have given not less than 14 days notice in writing to the member referred to in the said resolution, of the date, time and place of the meeting at which it was proposed to put the said resolution;

- (ii) the said notice shall also have advised that the said member had a personal right of audience at the said meeting;
 - (iii) the said member was granted such an audience by that Executive upon his exercising that right; and
 - (iv) it was passed by a majority of three-fourths of the members of the Division Executive present at the meeting.
- 8.7 If in the opinion of a Division Executive, a corporation or an unincorporated organisation, has refused or neglected to comply with the provisions of the Memorandum of Association, these Articles or the By-laws or has been guilty of conduct prejudicial to the interests of the Company, that Executive may resolve either:
- (i) to suspend that entity's right to appoint a representative for such period (not exceeding 6 months) as it thinks fit, or
 - (ii) that the entity's right to appoint a representative shall cease.
- 8.8 A resolution of a Division Executive passed pursuant to sub-Article 8.7 shall not be of any force or effect unless:
- (i) that Executive shall have given not less than 14 days notice in writing to the entity named in the said resolution, of the date, time and place of the meeting at which it was proposed to put the said resolution
 - (ii) the said notice shall also have contained a notice to the said entity that it had a right of audience at the said meeting to be exercised by its said representative.
 - (iii) that the said representative was granted such an audience upon the said entity exercising that right; and
 - (iv) it was passed by a majority of three-fourths of the Division Executive at the meeting.
- 8.9 If a Division Executive passes a resolution pursuant to sub-Article 8.7(i) then the membership of the entity referred to in the resolution, shall be suspended for the same time period as is specified in the said resolution.
- 8.10 Any individual, corporation or unincorporated organisation being a member aggrieved by a resolution of a Division Executive passed pursuant to this Article may appeal by notice in writing to the National Executive within 28 days after the resolution was passed. Such an appeal shall be lodged with the Division Executive which passed the said resolution.
- 8.11 A Division Executive with which an appeal has been lodged, shall forward the notice thereof, all its papers and minutes of its meetings relating to the matter to the National Executive, within 7 days after the notice of appeal has been lodged with it.
- 8.12 Upon an appeal being instituted in accordance with this Article, the resolution of a Division Executive, the subject of the appeal, shall be stayed until the appeal is concluded, abandoned or discontinued.
- 8.13 The National Executive shall hear or determine an appeal referred to in this Article at its first meeting after the receipt by it of the documents referred to in sub-Article 8.11.
- 8.14 The National Executive shall give to the appellant 14 days notice in writing of the time, date, and place at which the appeal will be heard. On the hearing of the

appeal, the appellant may exercise the same rights of audience as are provided in sub - Articles 8.6 and 8.8, as the case may be, and shall be notified to that effect in the said notice.

- 8.15 An appeal to the National Executive shall be in the nature of a re-hearing and it may affirm, vary or quash the resolution of the Division Executive.
- 8.16 If a Division Executive has not held an inquiry as to whether or not it should act against a member pursuant to sub-Article 8.5 or against an entity pursuant to sub-Article 8.7 and the National Executive is of the opinion that it should enquire, it may direct the Division Executive to do so. A Division Executive to which such a direction is given, shall comply therewith.
- 8.17 If a member shall fail to pay the Company the subscription or subscription levies payable by that member within 3 months after the date upon which the subscription or subscription levies are payable, such member shall thereupon cease to be a member, but may be reinstated to membership by the National Executive in its absolute discretion and upon such terms and conditions as it may see fit.
- 8.18 Upon cessation of membership a member shall cease to be entitled to or have any interest in any of the property or assets of the Company, but shall still be liable to pay the Company all amounts owing to it at the date of ceasing to be a member. Any such amounts may be recovered by the Company in any court of competent jurisdiction as a debt due and owing to the Company.

9. **General Meetings**

- 9.1 General meetings of the Company shall be held in accordance with the provisions of the Act and, subject thereto and sub-Article 9.2 such meetings shall be held at such times and places as are determined by the National Executive.
- 9.2 The first Annual General meeting of the Company shall be held on or before June 30, 1983.
- 9.3 The National Executive may where-ever it thinks fit convene an extraordinary general meeting.
- 9.4 The National Executive shall on the requisition of not less than 5 per centum in the number of members of the Company call an extraordinary general meeting to be held in accordance with the provisions of the Act but, in any case, not later than 2 months after the receipt by the Company of the requisition.
- 9.5 The requisition for an extraordinary general meeting shall state the objects of the meeting and shall be signed by the requisitioners and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more of the requisitioners.
- 9.6 If the National Executive does not within 21 days after the deposit of the said requisition proceed to convene an extraordinary general meeting the requisitioners, or any of them representing more than one half of the total voting rights of all of them, may themselves in the same manner as nearly as possible as that in which meetings are to be convened by the National Executive, call a meeting, but a meeting so convened shall not be held after the expiration of 3 months from the said date of the deposit of the requisition.
- 9.7 Any reasonable expenses incurred by the requisitioners by the reason of the failure of the National Executive to convene an extraordinary general meeting, shall be paid to the requisitioners by the Company.

- 9.8 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 21 days at least, exclusive of the day which the notice is served or deemed to be served, but inclusive of the day which the notice is given specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Company.
- 9.9 Any meeting referred to in this Article shall be deemed not to be duly convened by the National Executive if it does not or the requisitioners do not give notice of the meeting as required by the sub-Article 9.8.
- 9.10 All business shall be special that is transacted at any extraordinary general meeting and also all that is transacted at a general meeting with the exception of the consideration of accounts, balance sheets, the report of the National Executive and the Auditor and the fixing of his remuneration (if any).

10. Proceedings at General Meetings

- 10.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of this Article, 10 per centum in number of the members of the Company or 20 members, (whichever is less), at the time the meeting is held, present in person or duly appointed representative and entitled to vote shall constitute a quorum.
- 10.2 If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the National Executive may determine and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall constitute a quorum.
- 10.3 The President of the National Executive shall preside as Chairman at every general meeting or in the event of his absence, or if there is no President or if he is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act, one of the Vice-Presidents shall preside as Chairman for the meeting. In the event of there being no Vice - President or if neither is present within 15 minutes of the time appointed for the meeting or if neither is willing to act, the members present shall elect one of their number to be Chairman of the meeting.
- 10.4 The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting, from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in case of the original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 10.5.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chairman or by at least 3 members present in person or by proxy.
- 10.5.2 Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing minutes of the proceedings of the Company, shall be conclusive

evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.

- 10.5.3 The demand for a poll may be withdrawn.
- 10.6 If a poll is duly demanded it shall be taken in such manner or either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 10.7 In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second casting vote.
- 10.8 At any General Meeting each natural person being a member may vote in person or by proxy or by Attorney, and in the case of a corporation or an organisation being incorporated, by representative. On a show of hands every such member or representative present shall have one vote. On a poll every member present in person or by proxy or by Attorney or other duly authorised representative shall be entitled to cast on his own behalf one vote and one vote for every member he represents by proxy, by Attorney or otherwise.
- 10.9 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 10.10 The instrument appointing a proxy shall be in writing or in the common usual form under the hand of the appointer or his attorney duly authorised.

A proxy must be a member of the Company. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be in the following form or form as near thereto as circumstances admit.

"Mohair Australia Limited

I of being a member of Mohair Australia Limited hereby appoint
of as my proxy to vote for me on my behalf at the Annual/Extraordinary
General Meeting of Mohair Australia Limited to be held on the day of 19 and at any
adjournment thereof.

Signed this day of 20 .

This form to be used *in favour of the resolution.
Against

* Strike out whichever is not desired.
(Unless otherwise instructed the proxy may vote as the proxy thinks fit)."

- 10.11 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed shall be deposited with the Secretary not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for the taking of the poll and, in default the instrument of proxy shall not be treated as valid.
- 10.12 A vote given in accordance with the terms of an instrument of proxy or attorney shall not be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the

instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used.

- 10.13 Subject to the provisions of the Act and in particular Section 248, a resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a general meeting thereof duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.
- 10.14 For the purposes of securing the widest participation of activities of the Company and the carrying out of its objects, the National Executive may from time to time by resolution invite representatives of any association, organisation, group, university or branch thereof, Department of Government, (either federal, State or Municipal) or any person to attend a general meeting. Any such representative or person so invited shall have a right to attend that general meeting and, with the consent of the Chairman, may take part in all discussions thereat but shall not be entitled to vote.
- 10.15 The Company may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

11 The National Executive

- 11.1 There shall be a Board of Directors of the Company to be known as the National Executive.
- 11.2.1 The National Executive shall comprise of 5 persons elected from the membership
- 11.2.2 The election for the five (5) persons pursuant to sub-Article 11.2.1 shall be carried out by the last day in September 2007 and thereafter the last day of September of an election year, by the returning officer nominated by the outgoing National Executive in a manner determined by the National Executive and set down in a By-Law.
- 11.2.3 Removed by a resolution of the 2006 AGM
- 11.3 Removed by a resolution of the 2006 AGM
- 11.3.1 A person elected in accordance with this Article shall be deemed to have been appointed a member of the National Executive from the conclusion of the Annual General Meeting immediately following such election until the conclusion of the second annual general meeting immediately following such appointment and subject to the articles shall be eligible for re-nomination.
- 11.4 Removed by a resolution of the 2006 AGM
- 11.5 Removed by a resolution of the 2006 AGM
- 11.6 No person shall be eligible to hold office as a member of the National Executive unless a member or the representative of a member appointed pursuant to sub-Article 6.3, and in either such case is not precluded from such office by these Articles.
- 11.7 In addition to the qualifications set forth in sub-Article 11.6, no person shall be eligible to hold office as a member of the National Executive if in the employ of the Company or any of its Divisions or Regions.

- 11.8.1 At the first meeting of the members of the National Executive held following the annual general meeting after the election of members of the National Executive, a President and Vice – President shall be elected from their number. Each such National Executive meeting shall be held within 30 days of the preceding Annual General Meeting.
- 11.8.2 The National Executive meeting convened in accordance with article 11.8.1 shall be presided over for the duration of the election of the President and Vice President by a chairman appointed at the Annual General Meeting held immediately prior to such National executive meeting. Such appointment shall be from persons in attendance at this annual general meeting excluding members nominated for election to the National Executive.
- 11.9 The Company in general meeting may by ordinary resolution (of which special notice shall be given), remove any member of the National Executive from office. If the person removed from office was the President, the members of the National Executive shall elect one of their number as President. Such a person shall hold office only until the replaced person would have vacated office.
- 11.10 Removed on a resolution of the 2006 AGM
- 11.11 The National Executive shall have the power at any time and from time to time to elect one of their number to fill a casual vacancy occurring in the office of the President. Any person so elected shall hold the office until the replaced person would have vacated office.
- 11.12 A member of the National Executive shall be deemed to have vacated office if that person:
- (i) ceases to be a member of the National Executive by virtue of the Act;
 - (ii) becomes an insolvent under administration;
 - (iii) becomes prohibited from being a member of the National Executive by reason of any order made under the Act;
 - (iv) becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns office by notice in writing to the National Executive;
 - (vi) is absent without permission of the National Executive from 2 consecutive meetings thereof;
 - (vii) ceases to be qualified as required by sub-Article 11.6;
 - (viii) becomes employed by the Company or by any of its Divisions or Regions;
or
 - (ix) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest in the manner required by the Act.
- 11.13 Removed by a Resolution at the 2009 AGM
- 11.13.1 If a vacancy occurs amongst the persons elected as members of the National Executive, that National Executive shall invite to fill the vacancy, the person who obtained the greatest number of votes amongst those who failed to be elected at the last ballot for election of members of the National Executive. If there is no such person or if he declines the invitation, the National Executive shall conduct an election under By Law 8 to fill the vacancy.

- 11.13.2 Within 30 days of the vacancy actually taking effect, the National Executive shall fill the vacancy by invitation as set out in 11.13.1 above, or call for nominations to commence the election process to fill that vacancy. This clause shall have no effect if the term already served by the serving member, at the time the vacancy actually occurs, has exceeded 18 months
- 11.14 A person so elected pursuant to sub-Article 11.13 shall hold office only until the person in whose stead he was appointed/elected would have held office and then shall be eligible to be renominated or elected.
- 11.15 Removed by a Resolution at the 2009 AGM

12 Alternate or substitute members of the National Executive

- 12.1 Removed by a Resolution at the 2009 AGM.
- 12.2 A member of the National Executive may appoint with prior consent of the National Executive, a person to be an alternative or substitute member of the National Executive during the member's inability for any time to act as such a member.
- 12.3 The provisions of sub-Articles 11.6 and 11.12 apply in the case of an alternate or substitute member of the National Executive mutatis mutandis.
- 12.4 Any person, while holding office as an alternate or substitute member of the National Executive shall be entitled to receive notice of meetings of the National Executive and to attend and vote thereat and to exercise all the powers of the appointer in the appointor's place.
- 12.5 An alternate or substitute member of the National Executive shall automatically vacate office if the appointer vacates office as a member or removes the appointee from office.
- 12.6 Any appointment or removal under this Article shall be effected by notice in writing under the hand of the member of the National Executive making the same addressed to the Secretary.

13. Powers and duties of the National Executive

- 13.1 The business of the Company shall be managed by and vested in the National Executive which may exercise all such powers of the Company as are not required by the Act or these Articles to be exercised by the Company in general meeting.
- 13.2 The National Executive shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.
- 13.3 The National Executive shall cause minutes to be made:
- (i) of all appointments of officers.
 - (ii) of the names of members of the National Executive present at all general meetings and meetings of the National Executive; and
 - (iii) of all proceedings of general meetings and meetings of the National Executive.
- 13.4 The National Executive shall cause the minutes referred to in sub-Article 13.3 to be entered, within one month, after the relevant meeting is held, in the minute book. Such minutes shall be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting.

14. **Proceedings of the National Executive**

- 14.1 The National Executive shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the secretary, on the instructions of the President or on the requisition of a member of the National Executive, shall notify to members thereof.
- 14.2 Every member of the National Executive except the President shall have one vote, but in the event of there being an equality of votes, the President shall have a casting vote. If however, a person other than the President is presiding at a meeting of the National Executive, that person shall, in the event of there being an equality of votes, have in addition, a second casting vote.
- 14.3 Subject to sub-Article 14.4, not less than 21 days notice shall be given to every member of the National Executive of any meeting thereof specifying the time, place and general nature of the business of such meeting, but where the President considers an emergency exists the President may take such steps as are necessary to notify the members of the National Executive of the proposed meeting notwithstanding that 21 days notice shall not have been given.
- 14.4 A member of the National Executive who is absent from Australia shall not be entitled to receive notices pursuant to this Article nor need the President give any notification pursuant to sub-Article 14.3.
- 14.5 A quorum for a meeting of the National Executive shall be one half in number of the members thereof for the time being or the closest whole number above that fraction.
- 14.6 The members of the National Executive may act, notwithstanding any vacancy in their body.
- 14.7 At every meeting of the National Executive the President shall preside as Chairman or in the event of the President's absence, or if there is no President or if the President is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act, the members of the National Executive present provided they constitute a quorum, may elect one of their number as Chairman of the meeting.
- 14.8 All acts done by any meeting of the National Executive or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such members or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the National Executive.
- 14.9 A resolution in writing signed by all members of the National Executive in Australia for the time being and entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Executive.
- 14.10 For the purpose of these Articles a meeting of the National Executive shall mean:
- (i) a meeting of the members of the National Executive assembled in person on the same day at the same time and place; and
 - (ii) the members of the National Executive communicating with each other by any technological means whereby they are able simultaneously to hear each other and participate in the discussion notwithstanding that they are not physically present in the same place.

15. **Committees of the National Executive**

15.1 The National Executive may delegate any of its powers and duties to such committees as it may think fit from time to time. Any such committee shall consist of at least one member of the National Executive and such other persons as it may determine. The powers and duties delegated to such a committee shall be upon such terms and conditions as the National Executive may determine, including the fixing of a quorum for a meeting thereof. The President shall be ex-officio, a member of any such committee.

16. Chief Executive Officer

Deleted – Annual General Meeting 20/10/2001

17. Divisions and Regions of Mohair Australia Limited

17.1.1 There shall be a Division of the Company in each State. The National Executive may establish Divisions in such other places as it may from time to time deem necessary or desirable.

17.1.2 Removed on a resolution of the 2006 AGM.

17.2.1 The members of a Division shall comprise those members of the Company who reside or carry on business within a Region of that Division or who elect to be a member of such a Region.

17.2.2 Removed on a resolution of the 2006 AGM.

17.3 Until the National Executive determines otherwise, members (unless they elect pursuant to sub-Article 17.2.1 residing or carrying on business:

- (i) in the Australian Capital Territory and in New Zealand, shall also be members of the New South Wales Division; and
- (ii) in the Northern Territory shall also be members of the South Australian Division.

17.4 Each Division shall establish a Division Executive which shall comprise such persons and have such powers, functions and duties (in addition to those conferred by these Articles) as are promulgated in the By-laws.

17.5 After the first annual general meeting of the Company, each Division shall be divided into Regions and the members of a Region shall be those members of the Company who reside or carry on business within the Region or who elect to be members thereof. A member of the Company may not be a member of more than one Region.

17.6.1 The Regions referred to in sub-Article 17.5 shall be as follows:

- (i) in the Queensland, South Australian and Tasmanian Divisions - those Regions which have been established in those States by the AMAA prior to the incorporation of the Company;
- (ii) in the Western Australian Division - those Regions which have been established in that State by the ABS prior to the incorporation of the Company;
- (iii) in the absence of any acceptable joint recommendation of the New South Wales Division Executives of the ABS and the AMAA consequent upon a joint meeting of those Executives, the Regions of the New South Wales Division shall be those Regions which have been established by the ABS prior to the incorporation of the Company;

- (iv) in the absence of an acceptable joint recommendation of the Victorian Division Executives of the ABS and the AMAA consequent upon a joint meeting of those Executives, the Regions of the Victorian Division shall be those Regions which have been established in that state by the AMAA prior to the incorporation of the Company.

and such additional Regions as may be established by the National Executive from time to time.

17.6.2 Removed on a resolution of the 2006 AGM.

17.7 For the purposes of paragraphs (iii) and (iv) of sub-Article 17.6, an "acceptable joint recommendation" is a recommendation which has been received by the National Executive prior to the first annual general meeting and which has been determined by it as acceptable.

18. The Herd Book

18.1 The first Herd Book of the Company shall be deemed to be the respective Herd Books of the ABS and the AMAA as they are compiled at the date of incorporation of the Company.

18.2 After the date of the incorporation of the Company, it shall be responsible for the conduct of the Herd Books of the ABS and the AMAA. Such Herd Books shall thereafter, subject to sub-Article 18.3, continue to be compiled and entries made therein in accordance with the Articles of Association and By-laws of the ABS and AMAA respectively as they are in force at the date of incorporation of the Company.

18.3 At a time convenient to the Company, the National Executive may resolve to commence compilation of the Second Herd Book of the Company and thereupon no further entries shall be made in the Herd Books of the ABS and AMAA (in this Article referred to as the First Herd Book) and the names and identities of the animals recorded therein shall remain so recorded.

18.4 Upon the National Executive passing a resolution pursuant to sub-Article 18.3, the rules hereinafter set forth in this Article and the By-laws, shall apply as to the compilation of the Second Herd Book and recording of entries therein.

18.5 The Second Herd Book shall be divided into the following sections:

- (i) the pure bred section;
- (ii) the appendices;
- (iii) the list of flocks recorded as commercial flocks; and
- (iv) such other sections as the National Executive may determine.

18.6 In relation to the Second Herd Book, the By-laws shall make provision for the following:

- (i) who may apply to the Company for registration of goats in the said Herd Book;
- (ii) information in support of application for registration of goats in the said Herd Book;
- (iii) rules relating to inspection of goats by Angora Classifiers in respect of which applications have been made for registration in the said Herd Book;

- (iv) as to which goats shall be registered in the pure bred section;
- (v) the number of appendices and which goats shall be registered in a particular appendix;
- (vi) rules relating to the listing of flocks to be recorded as commercial flocks;
- (vii) rules relating to other sections of the said Herd Books and the registration of goats in those other sections;
- (viii) stud prefixes and distinguishing tattoo marks;
- (ix) in respect of goats registered in the said Herd Book, rules relating to the recording of transfers of ownership, the disposition of goats and the disposition of any interest therein;
- (x) breeding records to be kept by members;
- (xi) breeding regulations;
- (xii) the registration of goats born as a result of artificial insemination and ovum transplant;
- (xiii) identification of goats to be registered in the said Herd Book.

18.7 If an application is made to register a goat in the Pure Bred Section of the Second Herd Book and the application is made in respect of a goat which the By-laws stipulate shall be first inspected by two Angora Classifiers, it shall not be registered unless it has been so inspected. Such Angora Classifiers may recommend to the National Executive that the goat be registered in the said Pure Bred Section or another section or particular appendix of the Second Herd Book. Upon receipt of such recommendation, the National Executive shall determine whether or not the goat shall be registered in the Pure Bred Section, another Section or a particular Appendix of the Second Herd Book and shall direct the Chief Executive Officer to register the goat in accordance with its determination.

18.8 Within 14 days after the National Executive has made a determination pursuant to sub-Article 18.7, the member who made the application shall be notified by the Chief Executive Officer of the determination of the National Executive.

18.9 A member who is dissatisfied with the determination of the National Executive made pursuant to sub- Article 18.7 may within 28 days after the date of the notification referred to in sub-Article 18.8, appeal in writing to the National Executive which shall thereupon refer the appeal to 3 Angora Classifiers, none of whom shall be an Angora Classifier who reported to the National Executive pursuant to sub-Article 18.7.

18.10 Such panel shall thereupon hear the appeal as soon as is convenient, and subject to sub-Article 18.12 its determination of the particular section or appendix of the Second Herd Book in which the goat shall be registered, shall be final.

18.11 Within 14 days after the panel referred to in sub-Article 18.10, has made its determination, the member concerned shall be notified in writing of the determination of the panel by the Chief Executive Officer.

18.12 A member who is dissatisfied with the determination of a panel referred to in sub-Article 18.10 may, within 28 days after the date of the notification referred to in sub-Article 18.11, again appeal in writing to the National Executive against the determination of the panel referred to in sub-Article 18.10. Such an appeal shall be heard by the National Executive at its first meeting after the receipt by it of the said appeal and its decision shall be final and conclusive.

18.13 Unless the National Executive determines otherwise, the Chief Executive Officer shall be responsible for the compilation of the Second Herd Book and the making of all the necessary entries therein, subject at all times to the supervision of the National Executive.

18.14 For the purposes of this Article and the By-laws made pursuant thereto, an "Angora Classifier" is a person who has been appointed such a classifier by the National Executive. At the date of the incorporation of the Company, a person who has been appointed an Angora Classifier by either the ABS or the AMAA shall be deemed to have been appointed an Angora Classifier by the National Executive pursuant to this sub- Article. At any time the National Executive may revoke an appointment made or deemed to have been made by it pursuant to this sub-Article.

19. Accounts

19.1 The National Executive shall cause proper accounts to be kept with respect to:

- (i) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place.
- (ii) all sales of real and personal property by the Company, and
- (iii) the assets and liabilities of the Company.

19.2 Such accounts shall be kept at the registered office of the Company or, subject to the Act, at such other place as the National Executive thinks fit, and shall always be open to inspection by members of the National Executive.

20. Auditor

20.1 In accordance with the provision of the Act one or more Auditors of the Company shall be appointed.

21. The Common Seal

21.1 The National Executive shall provide for the safe custody of the common seal of the Company.

21.2 The common seal shall not be affixed to an instrument except by the authority of resolution of the National Executive or of a committee of the National Executive authorised by the National Executive in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the National Executive and shall be countersigned by another member thereof, the Chief Executive Officer, the Secretary or by some other person appointed by the National Executive for the purpose.

22. By-laws

22.1 The National Executive shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.

22.2 Notwithstanding the foregoing provisions of this Article, the Company in general meeting, may amend or repeal any By-law by the National Executive.

22.3 A By-law shall:

- (i) be subject to the Memorandum of Association and these Articles;

- (ii) be not inconsistent with any provision contained in the said Memorandum or Articles; and
- (iii) when in force, shall be binding on all members and shall have the same effect as these Articles.

23. Notices

- 23.1 A notice may be given by the Company to any member either personally or by sending it by post to the member at the member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary post.
- 23.2.1 Notice of every general meeting shall be given in any manner herein before authorised to every member and to the Auditor for the time being of the Company.
- 23.2.2. No other person shall be entitled to receive a notice of a general meeting.

24. Indemnity

- 24.1 Every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred in the capacity of officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to that person by the court.

