

# MOHAIR AUSTRALIA LIMITED

## BY-LAWS

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# MOHAIR AUSTRALIA LIMITED

## By-law No.1.

### Relating to Divisions and Regions.

1. Interpretation
- 1.1 In the interpretation of this By-law except where excluded by the context, words and phrases have the same meanings as where used in the Articles of Association.
2. Names of Divisions
- 2.1 Each Division shall be known as a Division of Mohair Australia with the name of the place in respect of which it is established immediately before the word "Division", with the exception of the Trader Division pursuant to Article 18.1.2 which shall be known as the Trader Division.
3. Duties of Divisions
- 3.1 Each Division shall be responsible within its jurisdiction for furthering the objects of Mohair Australia.
- 3.2 Each Division shall supply to the Mohair Australia office such information and reports as may require from time to time.
- 3.3 No Division shall purchase, lease or mortgage any property or incur any liability in excess of the amount of funds actually in hand unless it has been previously authorised in writing by Mohair Australia to do so.
- 3.4 Each Division shall encourage Regions within its Division, where appropriate, and shall ensure that its own activities and those of its Regions are consistent with the Memorandum and Articles of Association, Mohair Australia and its By-laws.
- 3.5 A Division may raise funds for such special projects as are approved from time to time by the Division Executive.
- 3.6 Each Division shall cause proper accounts to be kept with respect to:
  - (i) all sums of money received and expended by the Division and the matter in respect of which the receipt and expenditure takes place;
  - (ii) all sales and purchases of real and personal property by the Division; and
  - (iii) the assets and liabilities of the Division.
- 3.7 It shall ensure that each Region within its jurisdiction keeps proper accounts containing similar details as set forth in paragraph 3.6.
- 3.7 It shall furnish to the office of Mohair Australia its books of accounts, reports and minute books as may be required by the office of Mohair Australia, (Revised 25/9/2011).

4. Membership of Divisions

4.1.1 The members of a Division, with the exception of the Trader Division, shall comprise those members of Mohair Australia who reside or carry on business within a Region of that Division or who elect to be a member of such a Region.

4.2 A member of Mohair Australia may not be a member of more than one Region.

5. General Meetings of Divisions

5.1 General Meetings of members of a Division shall be convened in accordance with this By-law and shall be subject to the rules set out in Articles 9 & 10 with modifications as are necessary to suit the circumstances.

5.2 The annual general meeting of each Division must be held after August 1, but before October 1. (Revised 25/9/2010).

6. Division Executives

6.1 Each Division shall, establish a Division Executive of up to 14 members in total comprised of either:

- (i) an equal number of nominees from each Region within the Division, or
- (ii) an equal number of nominees from each Region within the Division and a number of elected members.

6.2 No person shall be eligible to hold office as a member of a Division Executive unless he is a member of Mohair Australia and a member of a Region within the jurisdiction of that Division, with the exception of the Trader Division. In addition, if a person holds office in any other stud breed society relating the angora breed of goat, he shall not be eligible to hold office as a member of a Division Executive, even if he is otherwise qualified.

6.3 At the first meeting by a Division Executive held after its annual general meeting it shall elect from among its members the following:

- (i) a President
- (ii) a Vice-President
- (iii) an Honorary Secretary; and
- (iv) an Honorary Treasurer.

Such elections shall be conducted in accordance with paragraph 7 hereof.

6.4 A member of a Division Executive shall hold office for two years and shall be eligible for re-nomination or re-election.

6.5 A Division in general meeting may by ordinary resolution remove any member of its Division Executive from office and may resolve to appoint another qualified person in his stead.

6.6 A member of a Division Executive shall be deemed to have vacated his office if he:

- (i) ceases to be a member of Mohair Australia;
- (ii) resigns his office by notice in writing to the Division Executive;

- (iii) is absent without permission of the Division Executive from three consecutive meetings thereof;
- (iv) being originally nominated to office by a Region ceases to reside or carry on business within that Region or elects to be a member of another Region;
- (v) being originally elected to office ceases to reside or carry on business within any Region of that Division or if he elects to be a member of a Region in another Division;
- (vi) is directly or indirectly interested in any contract or proposed contract with the Division and fails to declare the nature of his interest in the manner required by Section 248 of the Corporations Law.

6.7 If there occurs a vacancy amongst those persons nominated as members of a Division Executive by the Regions, the Region which originally nominated the person pursuant to paragraph 6.1, may thereupon nominate another person as a member of the Division Executive.

6.8 If there occurs a vacancy amongst the persons elected as members of a Division Executive, that Division Executive shall invite the person who obtained the greatest number of votes amongst those persons who failed to be elected at the last ballot for the election of members of the Division Executive. If there be no such person or if there is such a person and he declines that invitation, the Division may appoint such a person as it thinks fit.

6.9 A person nominated pursuant to paragraph 6.8 or invited or appointed (as the case may be) pursuant to paragraph 6.9 shall hold office only until the person in whose stead he was nominated, invited or appointed (as the case may be) would have held office and then shall be eligible to be re-nominated or elected.

6.10 A member of a Division Executive being a person nominated to office by a Region, may, with prior consent in writing of the Region which originally nominated him for office, appoint a person to be his alternate or substitute member of the Division Executive during his inability for a time to act as such a member.

6.11 The provisions of sub-Articles 12.3 to 12.5 inclusive shall apply in the case of an alternate or substitute member of a Division Executive, with such modifications as are necessary to suit the circumstances.

## 7. Elections of Officers and Divisions

7.1 The election of President of a Division shall be held first and shall be conducted in accordance with the following rules:

- (i) the Division Executive shall hold such elections in accordance with paragraph 6.3;
- (i) the Division Executive shall appoint a Returning Officer for the purposes of the election;
- (iii) if more than one person is proposed for the election to the office of President of a Division Executive a secret ballot shall be conducted and each member of a Division Executive who desires to exercise his right to vote shall write the name of his preferred candidate upon a ballot paper.
- (iv) if more than one name appears on the ballot paper it shall be treated as informal; and

- (v) upon completion of the ballot the Returning Officer shall count the votes and declare the result of the ballot. If there is an equality in the votes, the result of the ballot shall be determined by lot.
- 7.2 The rules as set forth in paragraph 7.1 apply equally for election to the officers of Vice-President, Honorary Secretary and Honorary Treasurer of a Division and the order in which they shall be elected to office is the order in which those officers appear in this paragraph.
8. Election of elected members of a Division Executive
- 8.1 The election of those persons to be elected as members of Division Executives shall be conducted in accordance with the rules hereinafter set forth under supervision of a Returning Officer appointed by the outgoing Divisional Executive.
- 8.2 Such elections shall be conducted by postal ballot amongst the members of each Division whose names appear on the Register of members of that Division on May the 31st in the year of the ballot.
- 8.3 No further entries shall be made in that Register until after that ballot has been conducted and the Returning Officer has issued his Certificate pursuant to paragraph 8.18.
- 8.4 Nominations for the election of elected members of a Division Executive shall be in writing, dated and signed by two members of that Division. The consent of the nominee shall be endorsed upon his nomination, failing which it shall not be treated as valid.
- 8.5 Deleted - Executive Committee Meeting 26th May 1991.
- 8.6 No member of a Division shall be eligible to nominate a person to be elected as a member of a Division Executive nor shall any person be nominated to hold such office unless his name appears in the said Register of Members and he has paid all sums due and owing to Mohair Australia.
- 8.7 All nomination shall be forwarded to the Returning Officer and shall reach him no later than 5.00pm on July 1st in the year of the ballot or no later than 5.00pm on such other date as is specified by the outgoing Divisional Executive. Any nominations received after 5.00pm on July 1st aforesaid or after 5.00pm on such other date as is specified by the outgoing Divisional Executive, shall not be treated as valid.
- 8.8 The Returning Officer shall endorse upon each nomination its time and date of receipt.
- 8.9 After nominations have closed, the Returning Officer shall then cause to be prepared a ballot paper for that Division and there shall be listed therein in strict alphabetical sequence the names of those persons who have been validly nominated for office as elected members.
- 8.10 The Returning Officer shall then arrange for the ballot paper to be printed in respect of that Division and each ballot paper shall be initialled by him at the foot thereof using a red pen. There shall be printed on the ballot paper the number of members of the Division Executive to be elected pursuant to paragraph 6.1 of this By-law.
- 8.11 On or before July 30th, each member of the Division whose name is included in the Register of Members of Mohair Australia and who has paid all sums due and owing by him to Mohair Australia shall be forwarded a ballot paper duly authenticated as required by paragraph 8.10 hereof. On the back of the latter envelope shall provision for the sender to include his name and address.

- 8.12 Deleted - Executive Committee Meeting dated 26th May 1991.
- 8.13 A member of a Division who desires to exercise his right to vote shall in the ballot paper forwarded to him place a cross or a tick in the square opposite the names of the candidates for whom he wishes to vote but shall not cast his vote for a number of candidates in excess of the number fixed pursuant to paragraph 6.1 of this By-law. If he does, his ballot paper shall be treated as informal.
- 8.14 The ballot paper shall be sealed in the envelope provided and marked "Ballot Paper", and in turn that envelope shall be enclosed in the envelope addressed to the Returning Officer with the sender's name and address completed, and forwarded to the Returning Officer.
- 8.15 If the envelope addressed to the Returning Officer does not have the sender's name and address completed on the back thereof, the envelope shall not be opened by the Returning Officer and the ballot paper included in the inner envelope shall be deemed to be informal.
- 8.16 Each ballot shall close at 5.00pm, on August 30th in the year of the ballot or no later than 5.00pm on such other date as is specified by the outgoing Divisional Executive. Any Ballot paper received after that time on that day shall be rejected.
- 8.17 Each candidate for election to office as an elected member of a Division Executive may nominate one scrutineer to be present at the time of the Returning Officer proceeds to determine the result of the ballot.
- 8.18 As soon as practical after the closing of the ballot the ballot paper received up to the time of closing thereof shall be opened by the Returning Officer who shall check to ensure that each complies with this By-law. If any ballot paper does not so comply it shall be rejected by him and his decision as to whether or not the ballot paper complies with this By-law shall be final and conclusive.
- 8.19 The Returning Officer shall count the votes cast on the ballot papers and the result shall be determined by the "first-past-the -post" system. Should there be an equality of votes for two or more candidates and it is necessary which of them shall be elected, the Returning Officer shall determine by lot which candidate shall be elected.
- 8.20 Immediately after the Returning Officer has counted the votes and determined the result of the ballot, he shall certify in writing to the President of the Division the result of that Division's ballot and declare a poll. The persons named in the Certificate of the Returning Officer shall be deemed to have been elected to hold office as elected members of the Division Executive concerned and such Certificate shall be final.
- 8.21 The Returning Officer shall forward a copy of his Certificate referred to in paragraph 8.20 to each candidate listed in the ballot paper and a copy of his record sheet as to the counting of the votes cast in the ballot.
- 8.22 At the annual general meeting of a Division, the President shall declare the result of the ballot paper in accord with the Certificate issued to him by the Returning Officer and thereafter the ballot papers shall be destroyed.
9. Powers and Duties of Division Executives
- 9.1 The business of the Division shall be managed by and vested in its Division Executive which may exercise all such powers of the Division as are not required by the Articles of Association of Mohair Australia or this By-law to be exercised by the Division in general meeting.

9.2 A Division Executive may delegate any of its powers and duties to such committees as it thinks fit from time to time. Any such committee shall consist of least one member of the Division Executive and such other persons as it may determine. The powers and duties delegated to such committee shall be upon such terms and conditions as the Division Executive any determine including the fixing of a quorum for a meeting thereof. The President, Vice-President and Honorary Secretary shall be, ex-officio, members of any such committee.

10. Proceedings of Division Executives

10.1 Each Division 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 Honorary Secretary, on the instructions of the President or on the requisition of a member of the Division Executive, shall notify to the members thereof.

10.2 Every member of a Division Executive shall have one vote but in the event of there being an equality of votes the President or the person presiding at a meeting of the Division Executive may exercise a second or casting vote.

10.3 Not less than 14 days notice shall be given to every member of the Division Executive of any meeting thereof specifying the time, place and general nature of business of such meeting, but where the President considers an emergency exists he may take such steps as he considers necessary to notify the members of the Division Executive of the proposed meeting notwithstanding that 14 days notice shall not have been given.

10.4 A quorum for a meeting of the Division Executive shall be three members of their Division Executive.

10.5 The members of the Division Executive may act notwithstanding any vacancy in their body.

10.6 At every meeting of the Division Executive the President shall preside as chairman 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, the Vice-President shall preside. In the event of there being no Vice-President present within 15 minutes of the time appointed for the holding of the meeting or if he is unwilling to act, the members of the Division Executive present, provided they constitute a quorum, may elect one of their members as chairman of the meeting.

10.7 All acts by any meeting of the members of the Division Executive or by any person acting as a member thereof shall, notwithstanding that it be afterwards discovered that 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 Division Executive.

10.8 A resolution in writing signed by all members of the Division Executive in Australia for the time being and being 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 Division 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 Division Executive.

10.9 A Division Executive meeting may be called or held using any technology consented to by all members of the Division Executive.

11. Regions

- 11.1 Each Region shall hold its annual general meeting in each financial year prior to August 1.(Revised 25/9/2011)
- 11.2 Members of the Region who have paid all sums then due and owing to Mohair Australia as at May 31st in the year of election shall be eligible to elect the Regional Executive Committee and the nominee of the Region to hold office as a member of the Division Executive of that Region.
- 11.3.1 Each Region shall (biannually) at its annual general meeting elect a Regional Executive Committee which shall consist of:
- (i) a President
  - (ii) a Vice-President
  - (iii) an Honorary Secretary;
  - (ii) an Honorary Treasurer; and
  - (v) such other persons as the Region thinks fit.
- 11.3.2 A Region Executive meeting may be called or held using any technology consented to by all members of the Region Executive.
- 11.4 A duly elected Region Committee shall elect two bank signatories who are members of Mohair Australia.
- 11.5.1 (a) General Meeting of a Region shall be convened and conducted in accordance with this By-law and shall be subject to the rules set out herein, and shall be held at such times and places as are determined by the Regional Executive Committee.
- 11.5.1 (b) A Region 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.
- 11.5.2 At any such meeting each natural person being a member, may vote in person and in the case of an organisation which is incorporated, may vote through a representative of that corporation.
- 11.5.3 No business shall be transacted as any such general meeting of a Region unless a quorum of members is present at the time when the meeting proceeds to business.
- 11.5.4 A quorum for a general meeting of a Region shall be a number of members equal to either the number comprising its Regional Executive Committee plus 2, or 20 percent of the membership of the Region whichever is the lesser.
- 11.5.5 If within 30 minutes from the time appointed for the meeting, a quorum is not present at the meeting, it shall be dissolved.
- 11.5.6 The President of the Region 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 act as Chairman of 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 holding of the meeting or if neither is willing to act, the members present, shall elect one of their number to be Chairman of the meeting.
- 11.5.7 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 the case of an 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.

- 11.5.8 (i) 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.
- (ii) Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on the 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 the minutes of proceedings of the Region, shall be conclusive evidence of the fact without particulars of the number or proportion of votes recorded in favour of, or against the resolution.
- (iii) The demand for a poll may be withdrawn.
- 11.5.9 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.
- 11.5.10 In the case of an equality of vote, 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 the poll is demanded, shall be entitled to a second or casting vote.
- 11.5.11 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.
- 11.6.1 The election of the President of a Region shall be held first, and shall be conducted in accordance with the following rules:
- (i) The Region shall from those present at the general meeting, appoint a person to act as Returning Officer for the purposes of the election; such person need not be a member of the Region, nor a member of Mohair Australia.
- (ii) If more than one person is proposed for election to office as President of the Region, a secret ballot shall be conducted and each member of the Region present, who desires to exercise his right to vote, shall write the name of his preferred candidate upon a ballot paper.
- (iii) If more than one name appears upon a ballot paper, it shall be treated as informal.
- (iv) Upon completion of the ballot the Returning Officer shall count the votes and declare the result of the ballot. If there is an equality of votes, the result of the ballot shall be determined by lot.
- 11.6.2 The rules set forth in paragraph 11.6 hereof, shall apply equally to the officers of Vice-President, Honorary Secretary, Honorary Treasurer of the Region and any

nominees of the Region to hold office as members of its Division Executive and the order in which they shall be elected to those positions is the order in which those officers appear in this paragraph.

- 11.7 The Secretary of each Region shall notify the office of Mohair Australia Ltd of the results of all elections conducted within his Region within 4 days after such elections.
- 11.8 Each Regional Executive Committee shall be responsible for furthering the objectives of Mohair Australia within its Region but in addition shall:
- (i) keep its Division informed and advised on local problems;
  - (ii) organise, in conjunction with its Division Executive, classifications of goats by an angora classifier consequent on requests received from the National Executive.
  - (iii) from time to time nominate to its Division Executive persons to be appointed either as probational angora classifiers or as angora classifiers by the National Executive.
  - (iv) from time to time recommend to its Division Executive persons to be included in a national register of judges for use by show societies;
  - (v) advise and assist breeders in its Region regarding to all matters relating to Mohair Australia;
  - (vi) at all times promote and safeguard breed standards and interests in its Region; and
  - (vii) Recommend judges to show societies within its boundaries.

# MOHAIR AUSTRALIA LIMITED

## By-law No.2.

### As to the Second Herd Book

1. Interpretation
- 1.1 In the interpretation of this By-law except where excluded by the context, words and phrases have the same meanings where used in the Articles of Association.
2. Declaration
- 2.1 No goat which is registered in the First Herd Book shall be registered in the Second Herd Book.
3. Who may apply for registration
- 3.1 No person shall be entitled to have registered a goat in the Second Herd Book unless he is a member of Mohair Australia and has registered with it:
  - (i) his stud prefix; and
  - (ii) his distinguishing tattoo mark.
4. Information in support of applications for registration
- 4.1 An application for registration of a goat in the Second Herd Book shall be made in such form as the National Executive may from time to time prescribe. The applicant shall furnish such information in addition as may be necessary to enable Mohair Australia to register the goat therein.
- 4.2 Registration of Pure bred and appendix stud does is not compulsory. Such animals or their progeny can be registered in the appropriate section of the Herd Book if the owner so desires in accordance with the regulations set down in 6 (v) and 7.1 (v) of By-law No.2.
5. Inspection by Angora Classifiers
- 5.1 If an application is made to register a goat in the Pure Bred Section of the Second Herd Book and the goat subject of the application is a goat to which paragraph 6.1 (iii) or (iv) applies, it shall not be registered unless it shall have been first inspected by 2 Angora Classifiers pursuant to sub-Article 19.7 of the Articles of Association of Mohair Australia.
- 5.2 An applicant for registration of a goat in the Second Herd Book shall provide to the Angora Classifiers all information as may be reasonably required by them to enable to comply with sub-Article 19.7.
- 5.3 The Angora Classifiers may inspect the ancestors of the goat, the subject of the application for registration, if in the opinion of the National Executive it is desirable they do so.
- 5.4 Application pursuant to paragraph 5.1 shall be made in the prescribed form accompanied by the fee determined from time to time by the National Executive.

6. Pure Bred Section

6.1 The following goats shall, subject to this By-law, be registrable in the Pure Bred Section of the Second Herd Book:

- (i) a buck or doe, if it is a progeny of a buck and doe which are registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book;
- (ii) a doe, if its sire is registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book and its dam is registered or recorded in Appendix "A" of the Second Herd Book or in Appendix "A" of the ABS Section of the First Herd Book or Grade 1 of the AMAA Section of the First Herd Book.
- (iii) bucks or does imported into Australia and New Zealand provided they are registered at the time of their importation in an equivalent Section of a Goat Herd Book recognised by Mohair Australia;
- (iv) a buck or doe (upon application by a member who is the owner thereof) which is registered in the Pure Bred Section of a Herd Book declared by Mohair Australia to be a recognised Herd Book; and
- (v) A pure bred doe for which the owner furnishes a three generation pedigree and where the sire in every generation is individually registered with Mohair Australia in the Pure Bred Section of the Herd Book.
- (vi) Such other bucks and does upon application by a member who is the owner thereof which are deemed by the National Executive to be of significant genetic merit to the Australian Angora industry to warrant registration

6.2 If the application is in respect of a buck or doe to which either paragraph 6.1 (iii) or (iv) applies, that buck or doe shall not be registered in the Pure Bred Section if by so doing that buck or doe would be registered in a classification in the opinion of the National Executive is superior to the classification in which it appears in its own Herd Book.

6.3 If the application is in respect of a doe to which paragraph 6.1 (iv) applies, then subject to paragraph 6.2 a doe may upon application by a member who is the owner thereof be registered in one of the Appendices or other Section of the Second herd Book considered by the National Executive to be appropriate and proper for that doe.

6.4 If the application is in respect of a buck or doe to which paragraph 6.1 (iv) applies, the applicant shall furnish, upon request by the National Executive, a verified copy of the pedigree of the goat in respect of which the application is made and that pedigree must be traceable without flaw on both its sire's and dam's side to bucks and does already registered in the Pure Bred Section of either the First or Second Herd Book.

7. Appendices

7.1 The following goats shall, subject to this By-law, be registrable in the following Appendices:

- (i) Appendix "A" - a doe provided its sire is registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book and its dam is registered or recorded in Appendix "B" of the

ABS Section of the First Herd Book or Grade 2 of the AMAA Section of the First Herd Book or Appendix "B" Section of the Second Herd Book;

- (ii) Appendix "B" - a doe provided its sire is registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book and its dam is registered or recorded in Appendix "C" of the ABS Section of the First Herd Book or Grade 3 of the AMAA Section of the First Herd Book or Appendix "C" Section of the Second Herd Book;
- (iii) Appendix "C" - a doe provided its sire is registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book and its dam is registered or recorded in Appendix "D" of the ABS Section of the First Herd Book or Appendix "D" of the Second Herd Book;
- (iv) Appendix "D" - a doe provided its sire is registered in the Pure Bred Section of the Second Herd Book or the Pure Bred Section of the First Herd Book whose dam is a fleece bearing animal.
- (v) A doe may be registered in the appropriate Appendix Section of the Herd Book providing a full pedigree of the upgrading of the doe is furnished and the sire in every generation is individually registered with Mohair Australia in the Pure Bred Section of the Herd Book.

7.2 No doe shall be registered in a particular Appendix referred to in paragraph 7.1 if by so doing that doe would be registered in a classification in the opinion of the National Executive superior to the classification in which it appears in its own Herd Book.

7.3 No buck shall be registered in any of the Appendices of the Second Herd Book.

7.4 An applicant who applies for registration of a goat in one of the Appendices to the Second Herd Book may elect by notice in writing addressed to Mohair Australia to have that goat registered in an Appendix of a lower classification in which it would otherwise be and Mohair Australia shall register the goat accordingly.

## 8. General Provisions as to the Second Herd Book

8.1 If a goat is registered in both the ABS and AMAA Sections of the First Herd Book at different classifications, the applicant applying for registration of its progeny in the Second Herd Book shall nominate which identification reference is to be recorded in the Second Herd Book.

8.2 No goat shall be registered in the Second Herd Book unless in the opinion of Mohair Australia it conforms to the breeding standards.

8.3 The National Executive shall have the power to de-register any goat from any section or Appendix of the Second Herd Book if, in its opinion it is unworthy of continued registration therein.

8.4 The National Executive shall have the power to register a doe registered in a particular section or Appendix of the Second Herd Book in a lower section of the Appendix of the Second Herd book if, in its opinion, it should do so.

8.5 Every goat in respect of which an application for registration in the Second Herd Book is made may be named but such name shall not contain more than 3 words including the stud prefix. The total number of letters in the said 3 word shall not exceed 25.

- 8.6 A goat registered in the Second Herd Book shall be described or referred to in any publication by its registered Second Herd Book number.
8. Stud Prefixes and Distinguishing Tattoo marks
- 9.1 Fees payable to Mohair Australia for registration of stud prefixes and distinguishing tattoo marks shall be determined from time to time by the National Executive provided however that no such fees shall be payable by a member who immediately prior to the incorporation of Mohair Australia was a member of either the ABS or AMAA.
- 9.2 All stud prefixes and distinguishing tattoo marks shall be distinctive and the National Executive may decline to register either thereof if in its opinion either is considered by it to be unsuitable.
- 9.3 The stud prefix shall be used as a part of the name of every goat submitted for registration in the Second Herd Book.
- 9.4 A stud prefix shall not be transferable except with the consent of the National Executive.

## **MOHAIR AUSTRALIA LIMITED**

### **By-law No.3.**

#### **Relating to Changes to the Articles**

1. Any changes proposed to the Articles of Association being placed before an Annual General Meeting of Mohair Australia by an individual member, Region or Division must specify the exact wording of the change or changes required, otherwise they will be ruled out of order.

## **MOHAIR AUSTRALIA LIMITED**

### **By-Law No. 4.**

#### **Relating to Promotional Material**

1. All promotional material being developed, and issued in the name of Mohair Australia Ltd, should be submitted to the National Executive for approval prior to printing and circulation. Promotional material is not intended to refer to internal newsletters etc., but to all material available for public distribution.



# MOHAIR AUSTRALIA LIMITED

## By-Law No. 5.

### Relating to Standing Committees of the National Executive

Overview: In accordance with Article 15, the National Executive may delegate any of its powers and duties to such committees as it may think fit from time to time.

Purpose: Each committee shall within its area of chartered responsibility:

1. Review and report operational performance against approved plans.
2. Provide advice to the National Executive.
3. Review policy and procedures, and when necessary recommendations for change to the National Executive.
4. Make decisions only where specific authority has been delegated by a minuted decision of the National Executive, including the commitment of or use of company resources and monies.

Membership: (for each committee)

1. The committee shall include a Director of Mohair Australia Ltd.
2. The National President shall be an ex-officio member.
3. Total membership shall be no less than three (3) and not more than seven (7).

#### CHARTER

The Charter of the said committee shall be forwarded to the National Board for approval.

## **MOHAIR AUSTRALIA LIMITED**

### **By-Law No. 6.**

#### **Relating to Membership Subscription fees for the classes of membership in Article 5**

- Breeder - 5.2.2 (i) Persons who or corporations which -  
(b) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7 - currently \$ 150.00
- Commercial - 5.2.3 (i) Persons who or corporations which -  
(b) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7 by – currently \$ 100.00
- Trader - 5.2.4 (i) Persons who or corporations which -  
(b) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7 - currently \$ 150.00
- Education - 5.2.5 (i) Educational institutions being bodies corporate or unincorporated institutions which -  
(c) are willing to pay a Subscription as determined by the National Executive in accordance with Article 7 - currently \$ 150.00
- Junior - 5.2.6 (i) Persons who are 18 years of age or younger who -  
(c) are willing to pay a subscription as determined by the National Executive in accordance with Article 7 - currently \$ 50.00
- Ordinary - 5.2.7 (i) Persons who or corporations which -  
(c) are willing to pay a subscription as determined by the National Executive in accordance with Article 7 - currently \$ 60.00

## MOHAIR AUSTRALIA LIMITED

### By-Law 7.

#### Breed Regulations pertaining to the adoption of On-Line Recording.

##### 1. Preamble.

- 1.1 Mohair Australia has developed a new method of recording breed information using On-line facilities. This development has stimulated a review of the breed rules. The following paragraphs summarise the rules, which are to apply to all recording/registration for Mohair Australia Ltd. They supersede regulations and policies adopted since the inception of "the Second Herd Book" organised under the auspices of the Angora Mohair Breeders of Australasia Ltd (AMBA) and presented in By-Law 2 of the AMBA and Mohair Australia Ltd Articles of Association.
- 1.2 Where conflict or contradiction occurs, this By-Law supersedes the provisions made in By-Law 2.
- 1.3 It should be noted that this By-Law, as far as possible, seeks to retain the historical protocols and policies developed over the last 18 years but advances and simplifies registration/recording in the light of the commercialisation of breeding and the requirements of on-line recording and registration. The principal objective of this By-Law is to facilitate centralised data collection and the validation of that data, and so strengthen the role of Mohair Australia and improve confidence in the Angora Breed in Australia.
- 1.4 To achieve this, a new level of recording has been introduced to validate breed information of all animals in the breeding flocks of members of Mohair Australia Ltd. This "Recorded" status for animals is regarded as fundamental to establishing the reputation of flocks within Mohair Australia Ltd and will be both economical and routine once established. This will be facilitated by on-line data entry by breeders. Initially, recording will also be available using a "paper based" system but this will be more expensive than the on-line method because of the need for staff to enter and process the paper based applications. The "paper based" system will eventually be phased out.
- 1.5 "Registered" status for animals will usually be applied to bucks, and to does bred or sold for the purpose of breeding bucks.
- 1.6 While the existing Appendix system is being maintained in the short term to allow the completion of "upgrading", no further introductions at the Appendix D level are envisaged and the breed will move towards the concept of containing only Pure Bred animals (ie animals in the numbered section of the herd book - see 2.20).

##### 2. Definitions.

- 2.1 "Mohair Australia Ltd", the successor to the Angora Mohair Breeders of Australia Ltd (AMBA), is the company under which the recording and registration of Angora Goats is organised.
- 2.2 The "National Executive" of Mohair Australia Ltd is the Board of Directors of Mohair Australia Ltd as defined in the Articles of Association.
- 2.3 The "Agricultural Business Research Institute (ABRI)" is the organisation given the responsibility of keeping the breeding records of Mohair Australia Ltd.
- 2.4 The "Breeder" is the owner or lessee of the dam (or surrogate dam) of an Angora goat at the time of its birth.

- 2.5 The "Vendor" is the seller of a goat.
- 2.6 The "Owner" of a goat is the person recorded as the current owner of an Angora Goat in the records of Mohair Australia Ltd.
- 2.7 The "Lessor" is the owner of a goat being leased.
- 2.8 The "Lessee" is the temporary owner of a goat used for breeding.
- 2.9 The "Breeding Year" is the calendar year.
- 2.10 The "First Herd Book" is the historic record of Angora goats registered by the Angora Breed Society Ltd and the Angora Mohair Association of Australia Ltd, prior to amalgamation and the establishment of the "Second Herd Book" in 1983.
- 2.11 The "Second Herd Book" is the combined record of breeding made up of 17 volumes of the Second Herd Book published annually to 2001 and such volumes published according to the Memorandums and Articles of Association in the future. These volumes provide a list of registered Bucks and Does, Members, Commercial flocks and such other sections required from time to time by the National Executive.
- 2.12 The "Registrar" is the person given the responsibility of maintaining the records in the "Second Herd Book".
- 2.13 A "Buck" is an entire male goat.
- 2.14 A "Doe" is a female goat.
- 2.15 A "Kid" is a young goat, usually under 12 months of age.
- 2.16 A "Recorded" animal is an Angora goat bred by a Breeder Member of Mohair Australia (as defined by the Articles of Association) and accepted by Mohair Australia Ltd following application made by the Breeder, validation of the data by the Registrar, and the payment of such fees set from time to time by the National Executive. A buck may only be accepted as recorded if its sire is registered and its dam is registered or recorded. A doe may only be accepted as Recorded if its sire is Registered and its dam is Registered, Recorded or declared by the Breeder as a "Stud Doe" under the provisions of the "On-Farm" recording system applying until 31st December 2001.
- 2.17 A "Registered Buck" is a buck bred by a Breeder Member of Mohair Australia Ltd (as defined by the Articles of Association) and accepted by Mohair Australia Ltd following application made by the Breeder, validation of the data by the Registrar, and the payment of such fees set from time to time by the National Executive. A Buck may only be Registered if its sire and its dam are Registered.
- 2.18 A "Registered Doe" is a doe bred by a Breeder Member of Mohair Australia Ltd (as defined by the Articles of Association) and accepted by Mohair Australia Ltd following application made by the Breeder, validation of the data by the Registrar, and the payment of such fees set from time to time by the National Executive. A Doe may be registered if its sire is Registered and its dam is Registered or Recorded or a "Stud doe".
- 2.19 The "Herd Book Number" is the unique number given to a registered or recorded Angora Goat by the Registrar indicating its acceptance by Mohair Australia Ltd.
- 2.20 The "Numbered Section of the Herd Book" is the list of bucks and does with their Herd Book Numbers, which are deemed to be Pure Bred Angora Goats.
- 2.21 "Upgrading" is the process of backcrossing to Registered bucks over five generations to produce Angoras eligible for Registration. Does are given the suffix XD, XC, XB or XA to their Herd Book Number and are not considered to be Pure Bred, hence their male

progeny cannot be accepted for breeding purposes. The recording of "first cross" or Appendix D does is disallowed under this By-Law and the whole process will be phased out as no further animals enter the upgrading system.

- 2.22 An "On-Farm Recorded Stud Doe" (or a "Stud Doe") is a Purebred or Appendix doe traceable to ancestors Registered in either the First or the Second Herd Book. The Breeder of such does can produce records to that effect. Persons other than the Breeder who now own such animals must be able to provide transfer details and pedigrees for such animals. The process of "On-Farm Recording" will cease from 31st December 2001 and it is expected that all such recorded animals will be Recorded with Mohair Australia within 18 months of that date. For purposes of verification, Mohair Australia has required a pedigree showing three generations of registered sires of a doe from which an animal is to be registered. While the submission of such pedigrees will no longer be required to substantiate a request for registration, the breeder must be able to supply such a pedigree on request.
- 2.23 "Classification" refers to the process of inspection and registration as set out in Article 18 and By-Law 2, Clauses 5 and 6. The practice is rarely used but is available in cases where Breeders are suspected of not following the Breeding regulations of Mohair Australia or when animals are imported without adequate records.
- 2.24 A "Stud Prefix" is the name allocated by Mohair Australia to an Angora flock owned by a Breeder Member. The Prefix forms the first part of the name of each animal bred in that Member's flock.
- 2.25 A "Tattoo" comprises the Tattoo Brand allocated to the Breeder Member (usually 3 letters) which is exclusive to the Member, and the Tattoo Number which can be an alpha-numeric combination unique to an individual animal. The tattoo brand is placed in one ear and the number in the other, according to custom, and combined, makes up the distinguishing identity of an animal.
- 2.26 The "On-line system" is the service provided by ABRI using the Internet, enabling Recording, Registration and Herd Book access to members of Mohair Australia Ltd.
- 2.27 "Transfer" is the process of recording the current ownership of an animal in the records of Mohair Australia. The Vendor completes the transfer details on a prescribed form and is responsible for lodgement with the transfer fee as set down from time to time by the National Executive.
- 2.28 The "Herd Book Certificate" is the form produced by Mohair Australia containing details of the breeder, the ownership and the pedigree for a particular animal. Certificates will take a form determined from time to time by the National Executive.

### **3. Forms.**

- 3.1 A "Herd Book Entry Form" is the form on which a Breeder makes application for Registration or Recording. The form may be either a printed document or an On-line page.
- 3.2 A "Transfer Certificate" is the document used to submit details of change of ownership to Mohair Australia Ltd. Such a form is printed on the reverse side of a Herd Book Certificate printed by ABRI and on the bottom of an On-line generated Herd Book Certificate.
- 3.3 A "Service Certificate" is the form required by a Breeder to validate the use of a sire not owned by the breeder at the time of conception of a kid.
- 3.4 An "Embryo Implant/Flush Notification Form" is the form required by a Breeder when embryo transfer is used by a breeder.
- 3.5 A "Transfer of Ownership of an Embryo Form" is the form required by a Breeder when a frozen embryo is sold or recipient doe is sold "in kid" to a person who is not the owner of the donor doe.

- 3.6 An "Artificial Insemination Form" is the form required by a Breeder when semen is used from a buck not owned by the breeder at the time of conception.
- 3.7 A "Lease Form" is the form required by Mohair Australia Ltd when an animal is leased for a specific time for breeding purposes. In practice this is a variation of the Transfer Form.

#### **4. Breeder membership.**

- 4.1 In accordance with Articles 5, 6, 7 and 8 membership is granted to breeders and a membership number is allocated. This number is used to indicate ownership of individual Registered and Recorded animals.
- 4.2 Joint ownership between members is available and each membership number can be attached to individual Registered or Recorded animals. Such animals may be used for breeding in flocks of the joint ownership.
- 4.3 Only the Breeder of an animal may Record or Register an animal and it must bear the Tattoo of the Breeder. Kids sold "at foot" must be tattooed, Registered/Recorded, and Transferred to the new owner.
- 4.4 Breeders must be financial at the time of an animal's birth if an animal is to be eligible for Recording or Registration. Any applicant wishing to be re-admitted to breeder membership and retain their original Stud Prefix and Tattoo must pay all subscriptions and fees incurred during the period that the membership lapsed.
- 4.5 Lapsed Breeder Members wishing to re-join using a new Prefix and Tattoo may do so but all animals bearing the original prefix and Tattoo must be transferred to the new flock at the current fee.
- 4.6 A Prefix and Tattoo may be transferred to a new owner at the discretion of the National Executive. The ownership of the flock is deemed to have changed and the new owner becomes the Breeder of animals born in that stud from the date of change.
- 4.7 Breeders wishing to make application for Recording or Registration, pursuant to sub-Clause 4.4, must be financial at the time of lodging such application by payment of a full year subscription unless an exemption for special circumstances has been granted by the National Executive.

#### **5. Arrears in fees.**

- 5.1 No Herd Book Registrations, Recordings or Transfers will be processed until monies in arrears owing to Mohair Australia Ltd are paid.

#### **6. Registration of Breeding Flocks or Studs.**

- 6.1 A Breeding Flock (Stud) may only be registered by a Breeder Member of Mohair Australia Ltd.
- 6.2 Registration and Recording of animals born before the Flock is registered may occur at the discretion of the Registrar.

#### **7. The Stud Prefix.**

- 7.1 Registration of a Breeding Flock (Stud) requires the Breeder to nominate a "Stud Prefix" which will be the unique name of the flock and become the first part of the name of any animal Recorded or Registered by the breeder. The Stud Prefix cannot be changed.
- 7.2 At the time of application for a Stud Prefix, up to six alternatives may be submitted for approval by the Registrar who will choose, from the order provided, a name, which is not in use and does not conflict with those of any current or past Stud Prefix. The Prefix shall have no more than 17 characters.

- 7.3 The Stud Prefix will make up the first part of the animal's name which, including the prefix, will have no more than 25 characters including not more than 3 spaces.

#### **8. Stud Tattoo Brand.**

- 8.1 Registration of a Breeding Flock (Stud) requires the Breeder to nominate a "Stud Tattoo brand" for the Flock's exclusive use as the Studs identifying tattoo.
- 8.2 At the time of application for a Stud Prefix, up to six alternative tattoo brands (usually three letters) may be submitted for approval by the Registrar who will choose, from the order provided, a tattoo brand, which is not in use and does not conflict with those of any current or past Stud tattoo brand.
- 8.3 The Tattoo Brand must be tattooed in one ear (preferably the right) together with a unique number (in the other ear) of every animal to be Recorded or Registered with Mohair Australia Ltd. Together, the Tattoo Brand and Number make up the identifying tattoo of the animal.
- 8.4 Tattooing must be done before the animal is Recorded or Registered and if the tattoo becomes illegible, must be re-done in a way as to not obliterate or change any part of the original tattoo. A Statutory Declaration must accompany such action to the Registrar stating the reason for the re-tattooing.
- 8.5 A Cull symbol (a "C" placed in both ears) may be applied by the current owner or by the authority of Mohair Australia Ltd, indicating that the animal and its progeny cannot be recorded or registered by Mohair Australia. If already recorded or registered the owner must inform the Registrar who will remove the animal from the active list.

#### **9. Registration and Recording.**

- 9.1 Only the Breeder may Record or Register an animal.
- 9.2 The Breeder must be able to provide all information required for the Recording or Registration of an animal. The successful application for and processing of a Recording/Registration shall be accepted as a declaration that the Breeder can provide proof of the legitimate use of a sire or an embryo donor where the Breeder is not the owner of such animals.
- 9.3 No Recording or Registration will be completed until payment is received.
- 9.4 The use of the "Stud Doe" option for indicating the Dam of a Registered or Recorded Doe is deemed to be a declaration by the Breeder that the said animal traces without flaw to ancestors registered in the First or Second Herd Book and that the Breeder can provide a pedigree demonstrating this traceability. Refer to clause 2.22 for definition.
- 9.5 Following an initial 18 month period, all animals born in a breeding year must be recorded by the 30th June in the second year following the breeding year. After the initial phase, a penalty rate of double the current rate will apply to Recording after 24 months of age.
- 9.6 Failure to submit an application for Recording of substantially all animals born in a year may result in deregistration of the Flock or Stud by the National Executive.
- 9.7 The National Executive may accept the Registration application for animals imported into Australia.
- 9.8 The National Executive may arrange Inspections/Classification of an animal or a flock and the Stud records of a Member and may De-register or revoke the Recorded status of animals based on the report of the Inspector/Classifiers. The National Executive may accept recommendations to register animals in the Appendix section of the Herd Book.

- 9.9 Costs associated with the inspection and registration of imported animals and the inspection and de-registration of animals shall be borne by the importer or the breeder involved.

#### **10. Transfer of animal to new Owners.**

- 10.1 Vendors of Registered or Recorded animals are required to complete and return a Transfer form to Mohair Australia Ltd within 90 days. Transfer details include the current owner, the transfer date, the identity of the animal and the identity of the purchasing flock. If the animal is a female and has been joined, the identity of the buck used is required and must be entered on the Transfer Certificate.

- 10.2 Transfer is carried out by the Vendor by one of the following:-

- a) completing the reverse side of the traditional Herd Book Certificate, or
- b) completing the transfer information at the bottom of the Certificate supplied On-Line from the Animal Enquires Section of the On-Line Herd Book, or
- c) completing the on-line Transfer process.

The Vendor must return the completed certificate with the transfer fee to Mohair Australia Ltd or, in the case of on-line Transfer, returning the invoice with their payment.

- 10.3 Bulk transfers may be carried out at the discretion of the Registrar using lists of herd book numbers of animals to be transferred to a buyer.
- 10.4 Mohair Australia Ltd. reserves the right to record transfers upon receipt of a Statutory Declaration from a buyer if 90 days from the sale date has elapsed. Under such circumstances the Buyer must pay the transfer fee.
- 10.5 While Mohair Australia has no control over sales of animals to non-members, it will recognise the bona fide purchase of Registered or Recorded animals by members from non members provided a transfer is completed and the transfer fee paid. Such transfers may require a Statutory Declaration.
- 10.6. Since only registered bucks may be used in Mohair Australia breeding, bucks must be registered before transfer. Recorded bucks cannot be transferred.
- 10.7 Special Note. The onus is on the buyer of a Recorded Doe to determine if the Breeder is prepared to allow the Registration on that Doe before purchasing. Male progeny of a Recorded Doe cannot be registered without first the Doe being Registered by the original breeder.

#### **11. Disputes and other questions.**

- 11.1 The Registrar may refer disputes and other questions raised from time to time to the National Executive for determination.
- 11.2 Fate or Deactivation. It is possible to deactivate an animal on the database. At present this facility is rarely used. However, at some stage it may become desirable to be able to list active animals. On-line deactivation may become available in the future.

#### **12. Fees.**

- 12.1 Fees may be varied from time to time by the National Executive.

- |   |        |
|---|--------|
| 12.2 Registration of a Breeding Flock (Stud) including Prefix and Tattoo Brand: | \$60   |
| 12.3 Transfer of a Prefix and Tattoo Brand:                                     | \$60   |
| 12.4 On-Line Recording of Buck  | \$2.00 |
| 12.5 On-Line Registration of Doe  | \$2.00 |
| 12.6 Reissue of Certificate On-Line   | \$2.00 |



12.7 On-Line transfer	\$5.00
12.8 Lease Fee. All lease fees will be at the rate of one Transfer.	\$5.00
12.9 Manual entries and corrections (by Registrar)	\$5 ea
12.10 Permit Fee (AI, ET, Stud Service)	\$2.00

# MOHAIR AUSTRALIA LIMITED

## By-Law No. 8.

### Election of National Executive

1 As soon as practicable after 31st May 2007 and subsequently at two year intervals the National Executive shall have prepared a list of members eligible to vote at an election for the National Executive and appoint a Returning Officer to conduct the election.

1.1 The Returning Officer shall not be eligible to be a candidate for or to vote in the election.

#### 2. **Members Eligible to Vote:**

2.1 Life Members

2.2 Individuals nominated as voting members of Breeder Memberships which are financial as at 31st May in the year of the election of the National Executive

2.3 Individuals nominated as the voting member of Commercial Memberships which are financial as at 31st May in the year of the election of the National Executive.

2.4 Individuals nominated as the voting member of Trader Memberships

Note: Ordinary Members, Education Members and Junior Members are not eligible to vote

#### 3 **Nominations for the National Executive:**

3.1 The Returning Officer shall call for nominations for election to the National Executive from those members eligible to vote in an election for the National Executive.

3.2 A nomination shall be in writing specifying:-

- a) the name and membership number of the person nominated
- b) the name and membership number of a nominator and seconder
- c) be signed by person nominated, the nominator and the seconder.

A Nomination form will be available from Mohair Australia office

3.3 Nominations shall be called by the Returning Officer by advertising in the Mohair Australia Ltd. News Sheet and /or by letter to each of the members eligible to vote at the election.

3.4 Nominations shall close with the Returning Officer at a specified address, time and date which shall be no earlier than 30 days from the date of calling for nominations.

3.5 A member of the National Executive shall hold office for two years and shall be eligible for re-election.

#### 4 **The Election**

4.1 Following the closure of nominations, the Returning Officer shall check that all nominees, nominators and seconders are on the list of those eligible to vote at the election. In the event that a nominee, nominator or seconder is not so listed the Returning Officer shall declare the nomination invalid and nominee advised of same.

4.2 In the event that the number of valid nominations is equal to or less than the number of vacancies the Returning Officer shall declare the persons nominated as elected to the National Executive and advise by letter, the Company Secretary, the members

elected and announce the result in the next News Sheet.

- 4.3 If the number of nominations received by the Returning officer is less than the number required, the Returning Officer will immediately call for nominations for the number of positions still vacant.
- 4.4 In the event that the number of valid nominations is greater than the number of vacancies the Returning Officer shall conduct a ballot to fill the vacancies.
- 4.5 The position of a nominee's name on the Ballot Paper shall be determined by a draw.
- 4.6 The Returning Officer shall send a Ballot Paper to each person eligible to vote, initialed by the Returning Officer, together with instructions on how to cast a valid vote, an addressed envelope to return the Ballot Paper to the Returning Officer, and advice as to the time and date by which the Ballot Paper must be returned.
- 4.7 The time for the return of the Ballot Paper shall be no earlier than 30 days from the date of dispatch of the Ballot Papers.
- 4.8 To record a valid vote each Voter shall mark the Ballot Paper with a cross in the square beside the name of the person or persons for which they wish to vote.
- 4.9 A Voter may record a vote for any number of nominees but the number of such votes shall not exceed the number of vacancies, the number of such vacancies being indicated on the Ballot Paper.
- 4.10 Ballot Papers indicating votes exceeding the indicated number of vacancies shall be declared invalid and shall not be included in the election count by the Returning Officer.
- 4.11 The Returning Officer shall advise the nominees the time and place at which the votes will be counted to allow them or their representatives, nominated in writing to the Returning Officer, to act as scrutineers and observe the counting of votes.
- 4.12 The decision as to the validity of a Ballot Paper shall be at the sole discretion of the Returning Officer.
- 4.13 The election shall be on the first past the post system and the Returning Officer shall declare elected those nominees receiving the highest number of votes in order, up to the number of vacancies.
- 4.14 In the event that there be an equal number of votes counted for the last vacancy a draw from the hat shall be conducted by the Returning Officer to decide the last vacancy. The person not elected could be required to fill a casual vacancy on the National Executive should such a vacancy occur, such a vacancy to be filled only until the expiry of the term of the person created by the vacancy
- 4.15 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-Presidents 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.

# **MOHAIR AUSTRALIA LTD**

## **BY-LAW 9**

### **RECOMMENDED PROCEDURES FOR AWARDING MOHAIR AUSTRALIA LIMITED HONOURS**

The Mohair Australia Limited Honour system permits Regions and Divisions to recognise outstanding service to the Mohair industry at three level, namely Region, Division and National as follows:

#### **A. THE REGIONAL AWARD**

This award in the form of a framed certificate is awarded for outstanding service at Regional level. It is made on the recommendation of the Region and is to be approved by the relevant Division.

#### **B. THE DIVISIONAL AWARD**

This is awarded for outstanding service at Division level. It is awarded on the recommendation of the relevant Division and is to be approved by the National Executive.

#### **C. LIFE MEMBERSHIP**

This award is conferred for outstanding service to Mohair Australia Limited including service to the wider Australian Mohair industry. Nominations can be forwarded from Regions and Divisions to the National Executive who is the only body to approve and confer life Membership.

#### **GUIDELINES TO BE FOLLOWED**

1. At any level of award the service recognised must be regarded as having conferred a clear benefit to a large section of the Mohair Industry within that particular level be it National, State or Region. Awards should not be recommended where there has been benefit to only a small portion of the membership or industry at that level.
2. A clear requirement at each level is to be that no direct financial benefit has accrued to the potential recipient of an award by virtue of his/her services; purely "enlightened" self interest should rule out any application.
3. The services being recognised should be to the Mohair Industry in the broad sense, and therefore may embrace or be concerned with, any aspect of the industry - be it breeding, fibre production, research, processing, marketing, promotion or industry organisation activities.
4. A person being recommended for an award does not have to be retired from the industry before any award is made.
5. All recommendation for Division and Region awards and nominations for Life Membership are to be in writing and must be accompanied by fully documented supporting evidence before any award can be considered. If such documentation is lacking further written evidence may be called for before the award can be approved.
6. While there is no limit set as to the number of awards to be made in any year, they are for exceptional and outstanding service and are therefore likely to be few in number.

#### **OBTAINING THE AWARDS**

Once an award has been approved by the relevant body, all details should be sent to the National Office to arrange to have the award provided. Please leave enough time to have the award produced, signed/personalised and returned to the awarding body.

# MOHAIR AUSTRALIA LTD

## BY-LAW 10

### DIRECTORS' CODE OF CONDUCT

#### 1. Purpose

- 1.1 The purpose of this code is to record the minimum standards of conduct required of all Directors of the Company
- 1.2 Nothing in this code requires or permits a Director to act in a way which would be a breach of any duty owed by that Director or which would be unlawful

#### 2. Duties

- 2.1 As a fiduciary, a Director must act honestly, in good faith in the best interests of the Company as a whole and for a proper corporate purpose
- 2.2 A Director's duty to act in the best interest of the Company as a whole takes preference to acting in the interests of a member or group of members. This does not mean that a Director may not present the views of those members for consideration by the Board. However in taking any action on those views the Director must act in the interests of the Company as a whole.
- 2.3 Equally a Director must not prefer, promote or protect the interests of any particular group of Directors or the Director's personal or commercial interests at the expense of the best interests of the Company as a whole

#### 3. Care and Diligence

- 3.1 A Director must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise if they were a Director in the same circumstances
- 3.2 The statutory business judgement rule contained in section 180(2) of the Act provides a "safe harbour" for directors in relation to their statutory and general law duty of care and diligence. For it to be relied upon, a Director must:
  - (a) make the judgment in good faith for a proper purpose; and
  - (b) not have a material personal interest in the subject matter of the judgment; and
  - (c) inform himself or herself about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (d) rationally believe that the judgment is in the best interests of the Company.(The belief that a judgment is in the best interests of the Company is a rational one unless the belief is one that no reasonable person in the Director's position would hold)
- 3.3 A Director must not make improper use of information acquired as a Director to gain an advantage for themselves or someone else or cause detriment to the Company
- 3.4 A Director must not take improper advantage of their position as a Director to gain an advantage for themselves or someone else or to cause detriment to the Company,

#### 4. Conflicts of Interest

- 4.1 A Director must not place himself or herself in a position where there is a real sensible possibility of conflict between his or her personal or business interests, the interests of an associated person, or his or her duties to any other company, on the one hand, and the interests of the Company or his or her duties to the Company, on the other hand.
- 4.2 A Director who has a material personal interest in the matters which relate to the affairs of the Company must notify the other Directors of the nature and extent of the interest unless the Director is not required to do so under the Act.

- 4.3 A Director who has a material or personal interest in a matter being discussed at a meeting of Directors, must not vote on any resolution in respect of the matter and must not be present whilst the matter is being considered by the meeting.
- 4.4 A Director must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of, the exercise of the Director's duties or as an inducement for doing any act associated with the Director's duties or responsibilities. A Director may accept gifts, hospitality or other benefits associated with the performance of their duties if such gifts etc. are;
- (a) within the bounds of propriety, a normal expression of courtesy or within the bounds of normal standards of hospitality;
  - (b) would not compromise the integrity of the Company; and
  - (c) are not likely to be regarded as compromising the Director's ability to carry out his or her duties in an impartial manner.

## **5. Conduct of Business**

- 5.1 All Directors shall receive all communications to mohair @ mohair
- 5.2 Matters of policy and matters relating to the Board are to be drafted and circulated, for approval, prior to dispatch under the President's signature
- 5.3 A Director must bring an open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of the Company as a whole.
- 5.4 Each Director must be given the opportunity to put his or her views on issues before the Board. While Directors must treat each other with courtesy and observe the other rules of this Code, Directors should be able to engage in vigorous debate on matters of principle.

## **6. Confidentiality**

- 6.1 Confidential information (including Board papers) received by a Director in the course of a Director's duties remains the property of the person or company from which it was obtained. Accordingly a Director must not disclose such information, the content of discussions and any decisions, resolutions, recommendations or directives given at Board meetings or any confidential communications on the affairs of the Company, unless that disclosure:
- (a) has first been duly authorised by the Board; or
  - (b) is required by law; or
  - (c) is made by the President, but only where the President honestly and reasonably believes that such disclosure would not constitute a breach of the President's statutory or general law duties as a Director.
- 6.2 A Director must not knowingly or recklessly disseminate false or misleading information about the Company, any other Director or the content of any discussions at any Board meeting.

## **7. Professional Integrity**

- 7.1 A Director must not be discourteous towards fellow Directors or make personal attacks on a Fellow Director.
- 7.2 A Director must not engage in conduct, or make any public statement, likely to prejudice the company's business or likely to harm, defame or otherwise bring discredit upon or denigrate the Company or any of its Directors.

## **8 Adherence to Code**

- 8.1 A Director must, at all times, comply with the spirit, as well as the letter, of the law and the standards set out in this code.

**9. COMPLAINTS and SANCTIONS**

- 9.1 If this code is to be adhered to there must be sanctions which can be imposed in respect of breaches. Such breaches may be relatively minor warranting only a caution or reprimand, or they may be serious, or engaged in repeatedly, or as part of a course of conduct which is a serious threat to the interests of the Company, including where Directors are hampered in or deflected from performing their duties.
- 9.2 A written complaint concerning a Director other than the President should be made to the President.
- 9.3 A written complaint concerning the President should be made to the Vice President
- 9.4 The officer to whom the complaint is made shall mediate the complaint to resolve the matter
- 9.5 Should the officer not be able to resolve the complaint it shall be referred to the Board for resolution
- 9.6 If the Board resolves that the breach is so serious as to warrant removal of the relevant Director from office in accordance with the Act, the board shall call a meeting of members for the consideration of such a motion.

# **MOHAIR AUSTRALIA LIMITED**

## **By-Law No. 11.**

### **Relating to All Forms of Media**

#### **PURPOSE**

This By-Law aims at giving members of Mohair Australia Limited an understanding of what they can post on and offline, and how any carelessness may lead to mishap for them and/or Mohair Australia Limited.

Mohair Australia Limited recognises blogs, networking sites, and other media platforms as possible tools to support the Company's operational goals. This By-Law covers the following social media channels, as well as any others we may have missed:

- Facebook
- Instagram
- Twitter
- YouTube
- Google+
- LinkedIn
- Snapchat
- Pinterest
- Podcasts
- Print

This By-Law applies to members when they partake in any form of media that relates to Mohair Australia Limited. It also applies to participation in social media at any time that they speak on behalf of Mohair Australia Limited; identify themselves as a member of Mohair Australia Limited or as affiliated with Mohair Australia Limited; or discuss Mohair Australia Limited or its affiliates.

#### **WHO IS COVERED BY THIS BY-LAW**

This By-Law will cover all members of Mohair Australia Limited at all levels, including; National Executive, Regions and Divisions.

#### **WHY USE SOCIAL MEDIA?**

Social media helps to influence decisions and enables Mohair Australia Limited as a business to entice new clients and grow our portfolio and what we can offer. Social media is a place to form conversations and build some great connections, so don't forget to be nice, have fun and network to build relationships and create a rapport whilst building Mohair Australia Limited.

#### **RULES AND REGULATIONS**

This section outlines Mohair Australia Limited's expectations for your conduct on social media as a Mohair Australia Limited member.



### **Monitoring use of social media**

Mohair Australia Limited recognises that members may wish to use Social Media in their personal life and this By-Law does not intend to discourage nor limit personal expression, passions or online activities.

If you notice any misuse of social media by other members of MAL, please report it to Mohair Australia Limited Board.

### **Etiquette and engagement**

- **Be respectful, polite and patient**, when engaging in conversations on Mohair Australia Limited's behalf.
- **Avoid any defamatory, offensive or derogatory content.**
- **Avoid deleting or ignoring comments.** Listen and reply respectfully.
- **Correct or remove** any misleading / false content as soon as possible.
- **Be responsible.** Engage in social media conversations correctly and don't be an authority on a subject that you are not an expert on, instead try directing them to someone / an account who is.
- **In a crisis**, keep calm and do not engage with the media or on social networks about the topic until you have consulted with Mohair Australia Limited.
- **Referencing laws should be observed by members when posting online.** If content is posted that does not originate from Mohair Australia Limited, it should be clear where it came from, and it may need a reference within the body of the copy.

### **Confidentiality**

All media material relating to Mohair Australia Limited must be submitted to the National Executive for approval prior to circulation. If you are unsure on what content falls under this bracket, then please contact Mohair Australia Limited office.

### **Consequences**

If a member of Mohair Australia Limited fails to comply with By-Law 11 they may face disciplinary action as per Mohair Australia Limited's Articles of Association.