

"ANNEXURE A"
AUSTRALIAN ALPACA ASSOCIATION LTD
REGULATIONS

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AUSTRALIAN ALPACA ASSOCIATION LTD

REGULATIONS

INTERPRETATION

1 In these Regulations:

- (a) **Code** means a code of conduct made under regulation 2;
- (b) **Company** means Australian Alpaca Association Ltd;
- (c) **Constitution** means the constitution of the Company, as amended from time to time;
- (d) **Directors** means the directors for the time being of the Company and includes where appropriate in the context, alternate directors;
- (e) **Financial Year** means the period of 12 months ending on the last day of June in each calendar year;
- (f) **Law** means the *Corporations Act 2001* (Cth);
- (g) **Member** means a member of the Company as defined in the Constitution;
- (h) **President** of the Company means any person appointed to perform the duties of a president of the Company;
- (i) **Qualifying Person** means, for the purposes of eligibility for nomination for election or appointment to a Regional Committee, a member of the Region who has the right to be eligible under clauses 18 to 20 and 24 of the Constitution to be appointed as a Director (or in the case of a Corporate Member the natural person who is its duly authorized representative as advised to the Secretary from time to time) or a person eligible under regulation 45 of these Regulations;
- (j) **Region** means a region established under clause 146 or clause 147 of the Constitution and **Regional** has a corresponding meaning;
- (k) **Regional Committee** means a regional committee elected by the members of a Region from time to time under these Regulations;
- (l) **Register of Members** means the register of Members of the Company that the Company is required by the Law to keep;
- (m) **Secretary** means any person appointed to perform the duties of the secretary of the Company;
- (n) Expressions referring to writing will, unless the contrary intention appears, be construed as including references to printing, lithography, photography,

the visible output of electronic communication and other modes of representing or reproducing words in a visible form;

- (o) An expression has, in a provision of these Regulations that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law except so far as the contrary intention appears in these Regulations.

CODES

- 2 The Directors may recommend to the Members for consideration at a general meeting of Members a code or codes of conduct to be observed by the Members or any class of the Members or a variation of any existing Code or Codes.
- 3 Any such Code or variation of a Code, if approved by the Members in a general meeting, will be binding on the Members to which it applies.

MEMBERSHIP OF REGIONS

- 4 Every Member resident in Australia may on becoming a Member or at any later time by written notice to the Secretary, nominate a Region of which that Member wishes to be a member and that Member shall upon being recorded in the Register of Members as a member of that Region, be a member of that Region. A Member may not be a member of more than one Region at a time.
- 5 A Member who fails to give notification for the purposes of regulation 4 within 60 days of becoming a Member will be deemed to have been allocated to be a member of a Region determined by the postal address of that Member on the Register of Members.
- 6 Each member of a Region will continue to be a member of that Region until the Member:
 - (a) gives notice to the Secretary resigning as a member of that Region; or
 - (b) ceases to be a Member of the Company.

REGIONAL BOUNDARIES

- 7 The boundaries of a Region that exist at the date the Company becomes registered as a company under the Law will continue to be the boundaries of that Region until varied in a manner permitted by the Constitution or adjusted under regulation 8. Each member of a Region as at the date the Company becomes registered as a company under the Law will continue to be a member of that Region until he or she ceases to be a member of that Region in accordance with these Regulations.

ADJUSTMENT OF REGIONAL BOUNDARIES

- 8 If more than 50 percent of the members of a Region resolve to adjust a regional boundary of that Region, the Regional Committee may request in writing that the Directors adjust the boundaries of the Region or Regions, to divide a Region into two or more Regions or to consolidate two or more Regions. In each such case, the Directors must make that adjustment, division or consolidation if:

- (a) no Regional Committee of any Region that is affected by that adjustment objects on reasonable grounds to that adjustment; and
- (b) the Directors do not determine, on reasonable grounds, that the adjustment is not in the best interests of the Company.

- 9 All disputes or issues arising out of any proposed adjustment in relation to the boundaries must in the first instance be referred to a mediator appointed by the Directors who must attempt to resolve the dispute by mediation in a way that, in the mediator's opinion, best serves the interests of the Company and its Members as a whole.
- 10 If a dispute is not resolved by mediation within a period of time determined by the Directors, then it will be heard and determined by a meeting of the Directors applying such procedures as the Directors determine, and the determination of the Directors at that meeting will be final and binding on all parties to the dispute.

FUNDS FOR REGIONS

- 11 A Region has no power to impose a regional membership fee but a Region may raise funds by any other means the Regional Committee considers appropriate, in accordance with the Constitution, these Regulations and subject at all times to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.
- 12 The Directors may each year determine that each Region will receive a capitation amount for each member of that Region that has paid all monies due to the Company as a Member.
- 13 All capitation fees and any other funds raised by a Region are and will remain the property of the Company and must be accounted for and disposed of in the manner required by the Directors, in accordance with the Constitution.

REGIONAL MEETINGS

- 14 Each Regional Committee must convene an annual general meeting of members of the Region ("Annual Regional Meeting") at least once in every calendar year after the end of the Financial Year and may convene an ordinary meeting of members of the Region ("Regional Meeting") at any time.
- 15 The Directors may convene a Regional Meeting at any time.
- 16 The Regional Committee of a Region, on the written requisition of 10 members of that Region, which requisition has been sent or given to the secretary of the Region and states the objects for the meeting, shall convene a Regional Meeting.
- 17 If a Regional Committee of a Region does not convene a Regional Meeting to be held within 30 days of receiving a requisition under regulation 16, the requisitioning members may request the Directors to do so, in which case the Directors shall convene such a meeting and give notice of the meeting to all members of the Region.

NOTICE CONVENING A REGIONAL MEETING

- 18 At least 14 days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given to members of the Region, of any Regional Meeting or Annual Regional Meeting by the secretary of the Region or if the meeting is convened by the Directors, by the Secretary of the Company.
- 19 A notice calling a Regional Meeting or Annual Regional Meeting:
- (a) must specify the place, the day and the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must specify the nature of the business;
 - (c) must specify whether the meeting is an Annual Regional Meeting or Regional Meeting; and
 - (d) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 20 A notice required to be given to a member of a Region by these Regulations may be given either:
- (a) personally;
 - (b) by sending it by post, fax or email to him, her or it at his, her or its registered address in the Register of Members; or
 - (c) if he, she or it has no registered address, to the address if any, supplied by him, her or it to the Company for the giving of notices to him, her or it.
- 21 Any notice of a Regional Meeting or Annual Regional Meeting sent by post will be deemed to have been received by the member of the Region to whom or which it is addressed not later than the third business day after it is posted. Any notice sent by email or fax will be deemed to have been received not later than the first business day after it was sent.
- 22 A copy of each notice sent to members of a Region entitled to notice and of all accompanying material must be sent by the secretary of the Region to the Secretary of the Company at the same time as the notice is sent to members of the Region.

PROCEEDINGS AT REGIONAL MEETINGS

- 23 The business of each Annual Regional Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual Regional Meeting and of any Regional Meeting held since that Annual Regional Meeting;
 - (b) to receive a report from the Regional Committee;
 - (c) to adopt the accounts for the Region for the year;

- (d) to elect the Regional Committee of the Region; and
 - (e) to vote on motions of which notice has been properly given.
- 24 No business other than that set down in the notice convening a Regional Meeting or an Annual Regional Meeting shall be transacted at that meeting.
- 25 Each member of a Region recorded as such in the Register of Members kept by the Secretary of the Company, who has paid all monies due to the Company as a Member, has the right to attend Regional Meetings.
- 26 Each member of a Region:
- (a) recorded as such in the Register of Members kept by the Secretary of the Company;
 - (b) who has paid all monies due to the Company as a Member; and
 - (c) who is entitled to vote at general meetings of Members of the Company,
- is entitled to vote at Regional Meetings and Annual Regional Meetings for that Region. No other Member is entitled to vote at a Regional Meeting or Annual Regional Meeting for that Region.
- 27 A member of a Region desiring to bring any business before a Regional Meeting or Annual Regional Meeting for that Region may give written notice of that business to the secretary of the Region, who shall cause that business to be listed in the business to be transacted at the next Regional Meeting or Annual Regional Meeting convened after receipt of the notice and give a copy to the Secretary of the Company, except if the notice is received less than 21 days before the next meeting, in which case it shall be listed in the business to be transacted at the regional meeting following the next regional meeting convened after receipt of the notice.

CHAIR OF REGIONAL MEETING

- 28 The president of the Region or, if he or she is not present within half an hour of the time stated in the notice of the Regional Meeting or Annual Regional Meeting for the commencement of the meeting or if a president has not been appointed for the Region, such other person as shall be elected by a majority of those members of the Region present who are entitled to vote at the meeting, shall chair each Regional Meeting or Annual Regional Meeting ("Chair").

ADJOURNMENT OF REGIONAL MEETINGS AND ANNUAL REGIONAL MEETINGS

- 29 The Chair of a Regional Meeting or Annual Regional Meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place but on resumption, no business other than the unfinished business of the meeting shall be transacted.
- 30 Where a Regional Meeting or Annual Regional Meeting is adjourned for 14 or more days, notice of the date, place and time at which the meeting will resume must be given to each

member of the Region that is entitled to receive notice of Regional Meetings or Annual Regional Meetings, but in that notice it is not necessary to give notice of the adjournment or of the business to be transacted on resumption.

DECISIONS ON QUESTIONS

- 31 A question arising at a Regional Meeting or Annual Regional Meeting shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is requested, in which case:
- (a) each member of the Region present in person or by proxy and entitled to vote has one vote;
 - (b) a poll demanded on:
 - (i) the election of a Chair or an adjournment must be taken immediately;
 - (ii) any other question shall be taken at whatever time before the close of the meeting that the Chair directs; and
 - (c) a poll will otherwise be conducted in such manner as the Chair shall direct.
- 32 In the case of an equality of votes for or against any question, on a show of hands or in a poll, the Chair of the meeting may exercise a second or casting vote.
- 33 A declaration by the Chair of a Regional Meeting or Annual Regional Meeting that a resolution has been carried on a show of hands, unanimously, by a particular majority or has been lost, together with an entry to that effect in the minutes of the meeting, is evidence of that fact without proof of the number or proportion of the votes recorded for or against the resolution.

MINUTES

- 34 Minutes of each Regional Meeting and Annual Regional Meeting will be kept by the secretary of the Region.

QUORUM

- 35 A quorum for the transaction of business at any Regional Meeting or Annual Regional Meeting is the lesser in number of:
- (a) 10 percent of the members of the Region rounded up to the next whole number, plus one; or
 - (b) 10 members of the Region, present in person and entitled under these Regulations to vote at the meeting, of which at least two are members of the Regional Committee.
- 36 Any business purporting to have been transacted at a Regional Meeting or Annual Regional Meeting when a quorum is not in attendance shall be deemed never to have been transacted.
- 37 If within half an hour after the time appointed for a Regional Meeting or Annual Regional Meeting, a quorum of members of the Region is not in attendance:
- (a) if the meeting was convened in response to a requisition under regulation 16, the meeting shall be dissolved;
 - (b) if the meeting was convened by the Regional Committee or the Directors, the meeting shall stand adjourned until the same day in the next week at the same hour and, unless another place is specified by the Chair at the time of the adjournment or by written notice given to members before the day to which the meeting is adjourned, at the same place; or
 - (c) if the meeting is a continuation of a meeting that has been adjourned for lack of a quorum, the members present being not fewer than 10 percent of the regional membership rounded up to the next whole number, or two members of the Regional Committee together with three other members of the Region, whichever is the greater, shall constitute a quorum.

PROXIES

- 38 A member of a Region entitled to vote may appoint another member of the Region to be that member's proxy by written notice to the secretary of the Region no later than 48 hours before the time of the meeting in respect of which the member appoints the proxy and may direct the manner in which the proxy is to vote on any question.
- 39 The instrument appointing such a proxy must:
- (a) if the appointor is a natural person, be in writing under the hand of the appointor or of his or her attorney duly authorised in writing; or
 - (b) if the appointor is a corporation, be either under seal or under the hand of an officer or attorney duly authorised.
- 40 An appointment of a proxy is valid if it is signed by the member of the Region making the appointment and contains the information required by subsection 250A(1) of the Law. The Regional Committee may determine that an appointment of proxy is valid even if it only contains some of the information required by subsection 250A(1) of the Law.

REGIONAL COMMITTEES

- 41 Subject to regulations 48, 49 and 51, each member of a Regional Committee of a Region of the Australian Alpaca Association Ltd holding office at the time the Company was registered as a company under the Law will continue in office until the conclusion of the Region's then next Annual Regional Meeting at which time he or she shall retire from office and be eligible for re-election.
- 42 The members of a duly constituted Region entitled to vote shall elect a Regional Committee comprising not fewer than three or greater than nine members of that Region. The Regional Committee may, subject to regulation 54, manage, promote the activities and advance the purposes of the Company in that Region in accordance with:
- (a) the Constitution and these Regulations; and
 - (b) all directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.
- 43 A Regional Committee, if elected, shall meet when required by the Directors and may otherwise meet as often as it shall think fit.
- 44 Any member of a Region who is a Qualifying Person is eligible to be elected as a member of the Regional Committee of that Region.
- 45 Both persons being part of a Partner Membership have the right to be eligible to be elected as a member of a Regional Committee of a Region.
- 46 A person will not be eligible for election or appointment as a member of the Regional Committee except if:
- (a) the person is a Qualifying Person and is nominated as a candidate for election or appointment as a Regional Committee member by two or more members of the Region and the nomination:
 - (i) is in writing;
 - (ii) has been received by the secretary of the Region at least 30 days before the meeting; and
 - (iii) is signed by the nominee to signify that he or she is willing to be a candidate for election or appointment and consents to being a Regional Committee member of the Region; and
 - (b) notice of each and every candidate nominated by the members of the Region pursuant to regulation 46(a) must be given to all members of the Region who are entitled to receive notices of meetings with the notice of the meeting at which an election is to be held.
- 47 If there are fewer candidates than the number of vacancies, those nominated who have accepted nomination and consented to be Regional Committee members shall be declared

by the Chair to have been elected at the meeting. If more nominations are received than the number of vacancies:

- (a) the election shall be conducted by a ballot of those members of the Region present in person or by proxy who are entitled to vote;
- (b) the election must be conducted by a returning officer appointed by the Regional Committee, who may not vote in the election;
- (c) the ballot paper must contain the names of the candidates in alphabetical order;
- (d) each member of the Region entitled to vote who is present and voting in person or by proxy at the Regional Meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies, without stating any order of preference on the ballot paper;
- (e) each candidate may have a scrutineer present for the counting of the votes;
- (f) those candidates with the most votes will be elected to fill the available vacancies; and
- (g) the Chair of the meeting will declare the result of the election as soon as the votes have been cast and counted.

Those candidates who are elected as Regional Committee members at an Annual Regional Meeting will take office immediately upon closure of the meeting.

- 48 At any Regional Meeting or Annual Regional Meeting the members of the Region may by resolution appoint any Qualifying Person as a Regional Committee member, either to fill any casual vacancy or as an addition to the number of Regional Committee members holding office but not so that the total number of Regional Committee members holding office exceeds at any time the maximum number of Regional Committee members permitted under Regulation 42.
- 49 The members of a Region may by an ordinary resolution passed at a Regional Meeting remove any Regional Committee member before the expiration of his or her period of office, and may by an ordinary resolution appoint in his or her stead another person who is eligible to be elected as a member of a Regional Committee at that meeting to fill the casual vacancy thus created. Any person so appointed will hold office only until the next following Annual Regional Meeting.
- 50 A person elected as a member of a Regional Committee holds that office from the conclusion of the Annual Regional Meeting at which the person was elected to the conclusion of the next Annual Regional Meeting.
- 51 The office of a member of a Regional Committee will become vacant if that member:
- (a) ceases to be a Member of the Company;
 - (b) ceases to be a member of the Region of the Regional Committee;
 - (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Region;
- (f) is removed under regulation 49;
- (g) is removed by the Directors by a resolution passed at a meeting of the Directors; or
- (h) is in a position declared vacant under regulation 60.

52 A Regional Committee:

- (a) must convene an Annual Regional Meeting of members of the Region at least once in each calendar year and to be held within 15 months after the previous Annual Regional Meeting of the Region;
- (b) must account to the Directors for all monies collected and expended by the Region and must comply with any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time in relation to those monies;
- (c) must oversee the implementation of Company policies in the Region as determined by the Directors;
- (d) may develop and implement Regional policies (to the extent that they are not inconsistent with Company policies or directions, delegations, limitations, authorisations or policies determined by the Directors from time to time);
- (e) may make submissions to the Directors on Regional and national issues;
- (f) may liaise with other Regions; and
- (g) must at all times act within and be subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

53 The powers and functions of the Regional Committee are to control and manage the affairs of the Region, including but not limited to:

- (a) dealing with issues of Regional administration between Annual Regional Meetings and between Regional Meetings;
- (b) ratifying or rejecting recommendations of the Regional Executive relating to Regional administration made between meetings of the Regional Committee;
- (c) overseeing the management of Company activities in the Region;
- (d) responding to the wishes of the Regional membership in submissions to the Directors or the Council and giving good and cogent reasons for refusing to do so on any issue;
- (e) establishing Regional sub-committees to undertake particular functions for the benefit of the Region, appointing their members and office-holders from the membership of the Region or persons who are not Members but have special skills or qualifications (but a person so appointed shall not hold any office in the sub-committee) and specifying terms of reference; and

(f) authorising the expenditure of the funds of the Region,

subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

54 Without limiting in any way the matters or issues which the Directors may determine are not to be managed by a Regional Committee, a Regional Committee shall not manage any of the following matters or issues:

- (a) financial policy and administration;
- (b) ethics;
- (c) discipline;
- (d) registration of animals;
- (e) stud book;
- (f) animal standards;
- (g) the Company's relationships with governments;
- (h) research and development;
- (i) public relations policy of the Company;
- (j) fibre policy;
- (k) import and export protocols;
- (l) policy for marketing of animals and of fibre;
- (m) policy regarding the education of members in alpaca related matters;
- (n) Company head office administration;
- (o) fees and charges; and
- (p) any other matters determined by the Directors from time to time.

55 If the Directors delegate to a Regional Committee the management and use of any part of the property and monies of the Company (and the Directors may do so in relation to any part of the membership fees collected by the Company from Members who are Members of that Region and any property of the Company located in that Region, as the Directors may determine), the Regional Committee and each member thereof must:

- (a) only manage and use that money and property in accordance with any directions, delegations, limitations, authorisations or policies determined by the Directors (whether generally or specifically in relation thereto) from time to time (and where there is any inconsistency between a specific and a general direction, delegation, limitation, authorisation or policy, the specific must take precedence); and

- (b) fully report to the Directors on the management and use thereof when required by the Directors.
- 56 A quorum at any meeting of a Regional Committee shall comprise three or more members of the Regional Committee. If a quorum is not present within 30 minutes after the scheduled time for commencement of the meeting, the meeting will stand adjourned for 48 hours, at which time it will be reconvened at the same time and place and those members of the Regional Committee present at that time shall constitute a quorum.
- 57 The president of a Region or, if he or she is not present within 30 minutes after the scheduled time for commencement of the meeting or a president has not been appointed for the Region, such other member of the Regional Committee of the Region as those present shall elect, shall Chair each meeting of a Regional Committee.
- 58 In the case of an equality of votes on any question, the Chair of the meeting of a Regional Committee shall have a second or casting vote.
- 59 All decisions by each Regional Committee shall be by a majority of members of the Regional Committee present and voting at the meeting.

CASUAL VACANCIES IN REGIONAL COMMITTEES

- 60 The office of a member of a Regional Committee, except the immediate past president, who:
- (a) without leave of the president, or if there is no president another Regional Committee member, is absent from more than three consecutive meetings;
or
 - (b) being the president, without leave of another member of the Regional Executive, is absent from more than three consecutive meetings of the committee,

will in either case, whether or not that member submits an apology, be declared vacant.

- 61 If a casual vacancy arises in relation to the president of a Region (if a president has been appointed), the Regional Committee may elect one of its number to fill the casual vacancy.
- 62 If a casual vacancy arises in relation to a member of the Regional Committee, the Regional Committee may elect a member of the Region to fill the casual vacancy.
- 63 Any person elected to fill a casual vacancy in a Regional Committee will hold office until the expiry of the term of office of the person whose absence caused the vacancy.
- 64 A Regional Committee may act notwithstanding an unfilled vacancy, provided its number is not less than the minimum for a Regional Committee specified in regulation 42 in which case it may only act to increase its number to at least that number.

REGIONAL EXECUTIVE

- 65 Each member of a Region of the Australian Alpaca Association Ltd holding the position of president, vice-president, secretary and treasurer ("Regional Executive") of that Region at the time the Company was registered as a company under the Law will continue to hold his or

her position as a member of the Regional Executive until the conclusion of the first Annual Regional Meeting of that Region at which time he or she shall retire from that position.

- 66 The members of a Regional Committee of a Region may determine from time to time:
- (a) whether to establish a Regional Executive of the Region; and
 - (b) the manner in which the members of the Regional Executive, if any, are to be elected and removed.
- 67 If a Regional Executive is established for a Region, the powers and functions of that Regional Executive delegated to it by the Regional Committee are at all times subject to any directions, delegations, limitations, authorisations or policies determined by the Directors from time to time.

COUNCIL

- 68 A council of the Company ("Council") is established, the members of which are:
- (a) the Directors; and
 - (b) the presidents of every Region from time to time or:
 - (i) if a president of a Region has not been appointed; or
 - (ii) the president of a Region is unable to attend a meeting,the vice-president or a delegate of that Region appointed by the members of the Region entitled to vote ("Regional Representative").
- 69 Each member of the Council has one vote.
- 70 The Council has the function of acting as an advisory council to the Directors in relation to the following:
- (a) co-ordinating activities of the Company in respect of the Regions; and
 - (b) developing submissions about aspects of Company policy for consideration by general meetings of the Company, Regions, the Directors and the Regional Committees.
- 71 The Council will meet at such times as the Directors determine.
- 72 The Secretary shall, not less than 21 days before each meeting of the Council, notify every member of the Council attending that meeting of:
- (a) the date, hour and venue of the meeting; and
 - (b) an agenda listing the business for consideration at the meeting.
- 73 At meetings of the Council:

- (a) the President of the Company shall preside;
- (b) the Secretary shall record the proceedings and resolutions;
- (c) in the event of an equality of votes, the President shall have a casting vote;
and
- (d) all votes shall be taken on a show of hands.

A handwritten signature in black ink, appearing to read "Ian Lewis". The signature is written in a cursive style with a prominent underline at the end.

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Chair

DATED this 3rd day of June 2007.

3rd June 07 Regulations