



CONSTITUTION

OF THE

**S A HEREFORD
BREEDERS' SOCIETY**

Amended 28 July 2004
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DEFINITIONS

1. When used in this constitution and bye-laws, unless a contrary meaning is apparent from the context:
 - 1.1 "Act" means the Animal Improvement Act, 1998 (Act 62 of 1998) and includes the regulations;
 - 1.2 "animal" means a bovine of the Hereford breed registered or eligible for registration in the Herd Book and the words "bull/s", "cattle", "calf/calves", "dam/s", "female/s", "male/s" and "sire/s" shall have the same meaning;
 - 1.3 "Association" means the South African Stud Book and Animal Improvement Association;
 - 1.4 "birth" means the birth of a calf;
 - 1.5 "breed" means South African Hereford;
 - 1.6 "breeder" means a member of the Society who is the owner of -
 - 1.6.1 the dam at the date of birth of an animal to be registered;
 - 1.6.2 an animal at the date of application for registration in the Appendix Section or the Stud Book Proper Section of the Herd Book; or
 - 1.6.3 the recipient dam at the date of birth of the animal to be registered as a result of an embryo transfer;
- 1.7 "breed standards" means the written set of phenotypic and/or genotypic standards of excellence for the Hereford breed determined by the Council and to which any animal shall comply, in the sole discretion of the Council, before such animal shall be recommended for registration;
- 1.8 "buyer" means the person or persons to whom ownership/joint ownership of an animal is transferred by the seller of such an animal;
- 1.9 "Constitution" means the Constitution of the Society;
 - 1.9.1 "Constitution" means the Constitution (exclusive of the Bye-laws and Schedules) of the South African Hereford Breeders' Society;
 - 1.9.2 "Bye-Laws" means the supplementary rules of the Constitution as laid down by the Council from time to time;
- 1.10 "Council" means the Council of the Society duly elected in terms of the Constitution;
- 1.11 "Department" means the Department or Departments responsible for the administration of the Act;
- 1.12 "embryo" means a fertilised ovum of an animal;
- 1.13 "Herd Book" means the South African Hereford Herd Book in which shall be registered, through the Society by the Association, the details of all animals;
- 1.14 "inspector" means a person appointed by the Council for the purposes referred to in Clauses 11(d) and 11(e);
- 1.15 "Minister" means the Minister of agriculture in the National Government;
- 1.16 "ovum" means the ovum of an animal and includes an embryo;

- 1.17 "owner" means the person who -
- 1.17.1 according to the records of the Association, own/s the animal/s concerned; or
 - 1.17.2 submits proof to the satisfaction of the Council that the animal concerned is eligible to be so registered in his name; or
 - 1.17.3 in the case of an imported animal is entitled to have the animal registered under his name in the recognised herd book of the country of its origin;
- 1.18 "production" means growth and production performance, reproduction and/or function of an animal;
- 1.19 "person" shall include a natural or legal person;
- 1.20 "registering" refers to –
- 1.20.1 the procedure of registering an animal in the Appendix Register or Herd Book Proper Sections of the Herd Book,
 - 1.20.2 or by which a prefix or herd designation mark is placed on the records of the Association;
- 1.21 "Registrar" means the officer designated as Registrar of Animal Improvement in terms of the Act;
- 1.22 "secretary" means the secretary of the Society;
- 1.23 "seller" means the person, [ø] persons or legal entity being the owner/joint owner/s of an animal according to the records of the Association, or in the case of an imported animal, the owner in the country of origin, who disposes of such an animal;
- 1.24 "semen" means the semen of an animal;
- 1.25 "Society" means the South African Hereford Breeders' Society;
- 1.26 "South African-bred Hereford" means an animal born in, or whilst in transit to, South Africa: Provided that an animal born from an imported ovum or embryo, shall be regarded as an imported Hereford; and
- 1.27 "Territory" means South Africa and such other countries as the Society may from time to time determine, with the approval of the Association.
2. Other words, abbreviations and phrases in this Constitution, not defined above, shall, unless a contrary meaning clearly appears from the context, have the same meaning assigned thereto in the Act.
3. In the Constitution, unless the contrary intention appears clearly from the context, words referring to persons in the masculine gender shall include females, and words in the singular shall include the plural, and words in the plural shall include the singular.
4. If and to the extent that any provisions of this Constitution are in contravention to any provision of the Act, such provision shall (to the extent of such contravention) be *pro non scripto* (regarded as never written).

CONSTITUTION

1. NAME OF THE SOCIETY

The name of the Society is the South African Hereford Breeders' Society.

2. OBJECTIVES

Subject to the provisions of the Act and of this Constitution, the objectives of the Society shall be:

- (a) to encourage and promote the breeding and the genetic improvement of the production potential of animals in the Territory;
- (b) to maintain unimpaired the purity of the breed in the Territory and promote the interests of the breed by all possible and available means;
- (c) to encourage the collection, preservation and development of the breed by sound selection in accordance with the accepted description of a Hereford and to eliminate contamination by foreign breeds;
- (d) to compile and maintain breed standards based on production testing records and visual appraisal for genetic defects and conformation in as far as it is related to functional efficiency. For this purpose all production data shall be made available to the Council, inspectors and appointed subcommittee/s;
- (e) to compile, keep and maintain accurate records of the pedigrees and particulars of all animals duly registered through the Society by the Association in the Herd Book;
- (f) to obtain the formation of classes for the breed at shows, to nominate judges who are considered qualified and competent to judge the breed; and to impress upon agricultural and show societies and others the advisability and necessity of appointing only judges recommended by the Society;
- (g) to allow the competitive showing of animals at Agricultural Shows;
- (h) to promote and hold sales of animals;
- (i) to safeguard and advance the common interests of breeders in the Territory, and generally to give effect to the **objectives** contemplated by the Act; and
- (j) to support the aims and **objectives** of the World Hereford Council wherever possible.

3. POWERS OF THE SOCIETY

Subject to the terms of the Constitution, the Society shall have the power:

- (a) to carry out such functions and perform such duties as are or may be imposed upon it by virtue of its incorporation in terms of the Act and its membership of the Association; and
- (b) generally to do all such acts as a body corporate may by law perform and which the Society may deem necessary for the attainment of its objectives.

4. MEMBERSHIP

4.1 Eligibility

Subject to the provisions of Clauses 4.2.1 and 4.2.6, membership of the Society shall consist of certain categories of members above the age of 18 years.

4.2 Categories of Membership

4.2.1 Ordinary Members

Persons who are engaged, directly or indirectly, in the breeding of animals, resident in the territory, shall be eligible for membership of the Society as Ordinary Members who shall enjoy all the rights and privileges of membership, including the right to vote at any general meeting of the Society, and the right to be elected to the Council. A legal entity shall be deemed to be a person and eligible for Ordinary Membership of the Society: Provided that –

- (a) persons who are active breeders of animals shall be termed Active Ordinary Members; and

- (b) all other Ordinary Members shall be termed Non-Active Ordinary Members.

4.2.2 Life Members

Any Ordinary Members, may with the approval at the Annual General Meeting, become a Life Member by paying such fee or subscription as is laid down by the Council.

4.2.3 Honorary Life Members

For special services in the interest of the breed, a person may at an Annual General Meeting be elected an Honorary Life Member, who shall enjoy all the rights and privileges of membership, including the right to vote at any meeting of the Society, and the right to be elected to the Council: Provided that no person shall be eligible for Honorary Life Membership unless recommended by the Council.

4.2.4 Special Honorary Members

Any person not necessarily actively engaged in the breeding of animals may be elected a Special Honorary Member by the Council, upon such conditions as the Council may determine: Provided that a Special Honorary Member may not vote at meetings of the Society and is not eligible for election to the Council.

4.2.5 Associate Members

Persons interested in the breed, but not owning animals, shall be eligible for membership of the Society as Associate Members. Such Associate Member shall be liable for payment of a nominal subscription as may be prescribed by the Council from time to time, but will not be entitled to vote at any meetings of the Society nor be eligible for election to the Council.

4.2.6 Junior Members

Any person under the age of 18 years may become a Junior Member on approval of the Council: Provided that a Junior Member may not vote at meetings of the Society, is not eligible for election to the Council, but upon payment of the scheduled fees may partake in the other activities of the Society; and provided further that the junior member's parents or guardians countersign the application and accept full responsibility for the financial and other commitments towards the Society on behalf of such junior member.

4.3 Application for Membership

4.3.1 Application for Ordinary, Life, Associate or Junior Membership of the Society shall be made to the Secretary in writing in such form as may be prescribed by the Council, and shall be accompanied by the relevant subscription and/or entrance fees as set out in the Society's Schedule of Fees.

4.3.2 The Council may admit any applicant to membership of the Society on such conditions as it may determine, or it may refuse admission to membership.

4.3.3 An applicant to whom admission to membership has been refused, shall be entitled to a refund of any fees forwarded with his application for membership.

4.4 Rights and Privileges of Ordinary and Life Members

Save for executors of deceased estates, trustees of insolvent estates and liquidators of legal persons, the rights and privileges of every Ordinary and Life Member of the Society shall be personal to himself and shall not be transferable or transmissible either by his own act or by operation of law. These shall include the following rights -

- (a) to receive all reports and other matters published by the Society for distribution amongst members;

- (b) to apply for the registration of animals under the Society's rules;
- (c) to attend all general meetings and special meetings of the Society and in the cases indicated above, the right to vote at such meetings;
- (d) to receive technical advice on Hereford matters from the Society's inspectors and officials (cost of same to be defrayed by the applicant); and
- (e) to consult and use the Society's official reports.

4.5 Company, Close Corporation, Partnership or Body Corporate

- 4.5.1 A legal entity applying for Ordinary Membership shall disclose to the Society such facts as may be necessary to determine the nature of the controlling interest therein and shall then, or at any time thereafter, in addition to the requirements imposed in respect of all applications, furnish the Society with the name and address of the person appointed by it to act as its representative at meetings of the Society. Such person shall have the right to nominate an alternate in writing, which nomination shall be handed to the Secretary not later than the time of the meeting at which such alternate will be present.
- 4.5.2 All communications addressed to such authorised representative referred to in Clause 4.5.1 shall be deemed to be duly served upon the company, close corporation, partnership or body corporate, and at all meetings at which such authorised representative is in attendance on behalf of the company, close corporation, partnership or body corporate, such company, close corporation, partnership or body corporate shall be deemed to be duly represented.
- 4.5.3 The person so appointed to represent such company, close corporation, partnership or body corporate shall be eligible for election to the Council in terms of Clause 8.
- 4.5.4 Should such company, close corporation, partnership or body corporate cease to comply with the requirements of Ordinary Membership as laid down in Clauses 4.2.1 and 4.2.2, its rights shall automatically be terminated, and the provisions of Clause 4.5.5 shall *mutatis mutandis* apply in respect of such company, close corporation, partnership or body corporate.
- 4.5.5 The liquidation of a company or close corporation and the dissolution of a partnership or body corporate shall automatically result in the termination of its membership of the Society: Provided that -
- (a) all amounts owing to the Society as at the date of liquidation or dissolution shall be recoverable by the Society from the liquidator of such company or close corporation, or from the members (either jointly or severally) of such partnership or body corporate;
 - (b) the liquidator or such company or close corporation and the members of such partnership or body corporate shall be obliged to discharge all the obligations of such company, close corporation, partnership **or** body corporate in respect of registrations, transfers and whatever obligations the company, close corporation, partnership or body corporate would have had to discharge as a member of the Society; and
 - (c) whatever fees may become due and payable as a result of herd assessment, registrations, transfers or other obligations which have of necessity to be fulfilled after such automatic termination of membership, shall be raised on the scale payable by Ordinary Members.

4.6 Utilisation of Production Data

Production data of animals of members participating in the designated production recording Scheme may, on request by the Society and subject to the conditions as may be determined

by the Association, be made available to the Society. The Society undertakes that the utilisation of such data shall not be to the disadvantage of any member or members, or the Association and that the further processing of such data shall not be contrary to the detriment of the objectives of the designated production recording scheme.

4.7 Utilisation of Production and Registration Data

All members actively involved in the breeding of animals shall make available to the Society all performance information stored by the Association necessary for the promotion and benefit of the breed only. An affidavit to this effect shall be signed by all members.

5. SUBSCRIPTIONS AND FEES

- 5.1 The amounts payable to the Society in respect of all subscriptions, fees or any other dues and commissions shall from time to time be determined by the Council and shall be notified to members at the ensuing Annual General Meeting of the Society.
- 5.2 The annual subscriptions and herd assessment fees shall become due and payable as laid down by Council from time to time.
- 5.3 Any member whose subscription is in arrear, or who is indebted to the Society in respect of any fees or dues for a period longer than 30 days after a demand by registered post for payment thereof has been addressed to him by the Secretary, shall cease to enjoy any of the rights and privileges of membership until such time as such indebtedness has been liquidated.
- 5.4 The Council may cause an interest charge to be levied and collected on arrear accounts at a rate determined by the Council from time to time.
- 5.5 Any member who, for any reason whatsoever, has ceased to be a member of the Society, shall remain liable for all amounts due to the Society, as at the date on which his membership ceases.
- 5.6 Should the Council determine that an account is in arrear and should such account be handed over to a firm of attorneys for collection, then the member shall be liable to the Society for payment of all legal charges, collection, and attorney and client costs entailed in addition to the principal amount, interest, fines and penalties owing by him.

6. RESIGNATION AND EXPULSION OF MEMBERS

- 6.1 Any member may resign from the Society by giving not less than one month's written notice to the Secretary: Provided that such resignation shall not take effect before and until all moneys owing to the Society by such a member have been paid, and furthermore until such member has discharged all his obligations in respect of registrations, transfers or any other obligation he would have had to discharge as a member of the Society.
- 6.2 The Council may expel, and/or terminate its services to any member who -
 - (a) despite due notice and demand directed to him by registered letter from the Secretary continues to remain in arrear in respect of any fees or dues for a further period of 60 days;
 - (b) has acted in any manner which in the opinion of the Council is or may be prejudicial to the interests of the Society or any of its members;
 - (c) has infringed any provision of the Constitution; or
 - (d) has been found guilty of an offence under the Act:Provided that no proceedings for expulsion shall be initiated against any member of the Society unless the Secretary has at least 30 days prior to the date of the Council meeting at which such expulsion is to be dealt with, addressed a registered letter to such member notifying him of his proposed expulsion, and calling upon him, if he so wishes, to present, either personally or through his duly authorised representative, his side of the case at such

meeting of the Council.

- 6.3 Any member who has been expelled shall be notified by the Secretary in writing within a period of three days from the date upon which the resolution effecting his expulsion was passed, or upon which his membership was forfeited.
- 6.4 Upon due expulsion of a member, the Council may at its discretion direct the Secretary forthwith to remove from the Herd Book and any other registers or records of the Society, the name of the member so expelled, and to apply to the Association for the cancellation of all registrations effected by it, in respect of animals bred by the expelled member and owned by him at date of his expulsion. The Secretary shall moreover call upon the expelled member forthwith to deliver to the Society the registration certificates in respect of all animals bred and owned by him at the date of his expulsion.
- 6.5 From the date of his expulsion no transfer of an animal bred by the expelled member shall be registered, no birth notifications shall be accepted from him, and he shall be notified accordingly.
- 6.6 A person who, for whatever reason, has ceased to be a member of the Society, may thereafter again be admitted to membership, upon application made in terms of Clause 4.3.

7. REGISTER OF MEMBERS

- 7.1 The Society shall keep information of all members reflecting such information as directed by the Council from time to time.
- 7.2 Every member shall communicate in writing to the Secretary any changes of his postal address, and all notices or publications posted to the registered address of a member shall be considered as duly delivered to him.
- 7.3 Communications consigned under registered cover to members by the Secretary shall be binding.
- 7.4 The Secretary shall submit to the Association such information as it may require concerning admissions to membership, terminations of membership (for whatever reason), and postal addresses of members.

8. COUNCIL

8.1 Composition and Election of the Council

- 8.1.1 The affairs of the Society shall be controlled and administered by a Council consisting of eight members and shall hold office until the next Annual General Meeting after election when four members elected, as determined by the drawing of lots, shall retire. Thereafter, at each Annual General Meeting the four members longest in office shall retire. Retiring members shall be eligible for re-election.
- 8.1.2 Along with the preliminary notice of the Annual General Meeting, provided for in Clause 10.2.4, the Secretary shall send a notice to every member calling for the nomination of candidates for election to the Council.
- 8.1.3 All candidates for election to the Council must be proposed and seconded in writing by two other members of the Society, and such written nominations shall be submitted to the Secretary at least 30 days prior to the date determined for the holding of the Annual General Meeting.
- 8.1.4 If more nominations are received than there are vacancies in any area, the Auditors shall send to every member, entitled to vote in that area, together with the final

notice of the Annual General Meeting, as provided for in Clause 10.2.5, a ballot paper with the names of the candidates set forth therein. Such papers, duly completed and signed, shall be returned to the Auditors of the Society not less than 24 hours prior to the time determined for the holding of the Annual General Meeting.

- 8.1.5 Members must vote for as many candidates as there are vacancies to be filled in any area, but should any member vote for more or less candidates than there are vacancies, such ballot-papers shall be considered invalid.
- 8.1.6 The Auditors of the Society shall, as soon as possible after the return date of the ballot-papers, count the votes received by either mail or email and shall prepare a list of the members elected to the Council for submission to the Annual General Meeting. The candidates who receive the highest number of votes shall be deemed to be duly elected to the Council and in the case of an equality of votes for the 4th member, the candidate to be declared elected shall be determined by lot, which drawing of lots shall be arranged by the said Auditors.
- 8.1.7 Should, at such election of Council members, there be fewer nominations than there are vacancies or should a candidate have died or withdrawn after the closure of the nominations, the resulting vacancy(ies) may, notwithstanding anything to the contrary in Clause 8.1.3 be filled by members present at an Annual General Meeting.
- 8.1.8 The ballot-papers shall be kept secret and in the custody of the Auditors and shall be destroyed after an elapse of 12 months from the date of the election: Provided that, should the accuracy of the counting of the votes be challenged by any member, the Council shall be obliged, upon a deposit with the Secretary of an amount to be determined by the Council from time to time, to disclose the ballot-papers to such member and two other members nominated by him, and should, on re-examination of the ballot-papers, it be found that the ballot papers had not been correctly counted, the deposit shall be refunded to him, otherwise it shall be forfeited to the Society.

8.2 Election of President and Vice-President

- 8.2.1 The President and Vice-President, who shall hold office for a period of one year, shall be elected by the Council, either by ballot or in such other manner as the Council may decide, from amongst the members of the newly elected Council.
- 8.2.2 Members elected as President and Vice-President shall be eligible for re-election as such.

8.3 Additional Council Members

In addition to the eight elected members of Council, the following persons will also serve on the Council:

8.3.1 Honorary Life Presidents

The Annual General Meeting may, on the recommendation of the Council, elect any person as an Honorary Life President of the Society. Any person so elected shall be an *ex officio* member of the Council, and shall be entitled to vote.

8.3.2 The Secretary

There shall be a secretary to the Society who shall attend all meetings and shall have the right to participate in the discussions at such meetings, but shall not have the right to vote.

- 8.4 Should any member of the Council die, resign or cease to be a member of the Society, or be called upon to fill the office of President or Vice-President as provided for in Clause 8.6, the Council may appoint another member of the Society as his substitute with full powers and for the unexpired period of his term of office. The Council shall be deemed to be duly constituted and shall continue exercising all the powers conferred upon it, notwithstanding any vacancies in its body.
- 8.5 In the event of the office of President becoming vacant before the expiration of the period for which he was elected to the Council, the Vice-President shall automatically succeed him and should the office of Vice-President, or the offices of both President and Vice-President become vacant simultaneously before the expiration of the period for which they were elected to the Council, the Council shall at its first ensuing meeting by ballot, or in such manner as the meeting may determine, elect one or two of its remaining members to fill the vacancy(ies) for the unexpired portion of that period.
- 8.6 Members of the Council absenting themselves from three consecutive meetings without leave, or other satisfactory reasons, shall automatically vacate their seats.

9. POWERS AND DUTIES OF THE COUNCIL

The Council shall, subject to the terms of the Constitution and subject further to the directives of the general meetings of the Society as given from time to time, have the power to do all such things it deems necessary or advisable in the interests of the Society and for the advancement and attainment of the Society's objectives and in particular shall have the power -

- (a) to appoint or suspend attorneys, or other legal representatives, auditors, agents, officers or officials or other employees for or from permanent, temporary or special services as it may deem fit and to determine their powers and duties and to fix their remuneration and conditions of service and to require such security for the due performance of their functions as it may in particular cases deem expedient;
- (b) to institute, conduct, defend, compound or abandon any legal proceedings by or against any of its officers or officials or other employees in connection with the affairs of the Society, and to compound or allow, or ask for time for payment or satisfaction of any debts due to or any claim or demand by or against the Society;
- (c) to open one or more banking accounts in the name of the Society, and to draw, accept, endorse, make or execute any bill of exchange, promissory note, cheque or other negotiable instrument in connection with the conduct of the affairs of the Society;
- (d) to invest, or in any other manner deal with any moneys not immediately required for the purposes of the Society, upon such securities and on such terms as it may deem fit and, from time to time, to change or realise any such investments: Provided that the funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in section 1 of the Stock Exchange Control Act, 1985 (Act No. 1 of 1985);
- (e) to lend or borrow money for the purposes of the Society upon security as determined by it; to enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way; to make donations; to undertake and execute any trust; to secure the payment of moneys borrowed in any manner, including the mortgaging and pledging of property, and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security;
- (f) to purchase, hire, take on lease or acquire for the purpose of the Society, buildings, land, goods, chattels and effects; to sell, mortgage, pledge, let, alienate or otherwise dispose of any movable or immovable property belonging to the Society, and to apply the consideration arising therefrom in such a manner as it may consider to be to the best advantage of the Society;
- (g) to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with all, or any part, of its

- property and assets;
- (h) to co-opt the services of any member of the Society or other person and to appoint persons or subcommittees upon such terms and with such powers as it may from time to time deem expedient: Provided that the President and Vice-President of the Society shall be *ex officio* members of all subcommittees with full rights and privileges;
 - (i) to appoint or discharge inspectors for the examination of animals submitted for registration, and for such other purposes as members of the Society may require the service of such inspectors and to give such inspectors instructions and powers in regard to their duties for the purpose of ensuring that the objectives of the Society are being carried out;
 - (j) to order an investigation by inspectors of the Society in any case where records are not properly kept or where any doubt should arise as to the correctness of the identity of any animal or animals, and to take such action as it may consider advisable in the interests of the Society;
 - (k) to remunerate any person or persons for services rendered and to establish schemes for the provision of pensions, gratuities and other incentives for its office-bearers and employees;
 - (l) to convene a general or any other meeting of the Society, either in compliance with a special request thereto made in accordance with the provisions of the Constitution or otherwise if it is deemed necessary;
 - (m) to grant leave of absence to any member of the Council or any official or employee of the Society, for such period and upon such terms as it may in each case determine;
 - (n) to impose and exact such penalties as may be prescribed from time to time for contravention or infringement of the Constitution, rules and regulations of the Society;
 - (o) from time to time, subject to the provisions of Clause 5, to adjust or revise subscriptions, fees or dues and to prescribe any such additional fees or dues as it may deem necessary;
 - (p) to pay all costs and charges in connection with the administration and management of the affairs of the Society;
 - (q) to receive and consider applications for membership and to accept or refuse such applications at its discretion;
 - (r) to collect and receive subscriptions, fees, donations, other dues and funds and to devote same towards the objectives of the Society and towards promoting the Hereford breed;
 - (s) to frame, alter and rescind rules and regulations for conducting the business and carrying out the objectives of the Society
 - (t) to investigate disputes arising out of the application of the Constitution and to give decisions in regard thereto;
 - (u) notwithstanding anything to the contrary in this Constitution contained, with the approval of the Annual General Meeting, to grant exemptions from the operation of any of the provisions of the Constitution or such relief in the case of hardship as the Council may decide;

 - (v) to amend any Schedule pertaining to the Constitution as may be deemed necessary from time to time;
 - (w) to organise and promote sales, either by public auction or private treaty and for such purposes to appoint auctioneers and agents;
 - (x) to elect a representative/s to the Annual General Meeting of the Association and to nominate a person or persons to represent the Society on any committee, body or organisation as may be necessary;
 - (y) for the better and more convenient carrying on and fulfilment of the business of the Society to appoint one or more members or officials with power and authority to sign and receive documents, papers and process, and to act, sue and be sued on behalf of the Society;
 - (z) to cancel membership of any person in terms of Clause 6;
 - (aa) in terms of Clause 5.3 to refuse inspection, registration and other work for members whose accounts are overdue;
 - (bb) to draw up breed standards and to lay down minimum production and other standards by which:
 - (i) animals shall be inspected by inspectors;
 - (ii) applications for importation and exportation of animals, semen and ova shall be recommended in terms of the Act;

- (iii) semen and ovum donors shall be approved for embryo transfer purposes in terms of the Act; and
- (iv) bulls shall be recommended for approval for the sale of semen in terms of the Act;
- (cc) to make and formulate such rules and conditions relating to the qualifications and appointment of judges of Herefords as may be deemed necessary: Provided that no such person shall be appointed as a judge of Herefords until he has fulfilled such requirements as may be determined by the Council. Furthermore from time to time to revise the panel of judges and to remove therefrom such names as for any reason it deems should be so removed;
- (dd) generally to perform all such acts as may be necessary for the welfare of the Society and the conduct of its affairs, provided always that any action taken, or instructions given, shall not be contrary to the terms of the Constitution.

10. MEETINGS

10.1 Council Meetings

- 10.1.1 The Council shall meet at such time and place as it may from time to time determine, or as may be decided by the President (or in his absence the Vice-President): Provided that not less than two Council meetings shall be held in each financial year.
- 10.1.2 A special Council meeting -
 - (a) may be called by the President (or in his absence by the Vice-President) at such time and place as such office-bearer may decide; or
 - (b) shall be called upon a requisition signed and addressed to the Secretary, by not less than four members of the Council stating the reasons for such meeting.
- 10.1.3 Not less than 21 days prior to the holding of a Council meeting, written notice by electronic means or by post of the time, date and place of such meeting shall be posted by the Secretary to each member of the Council.
- 10.1.4 No resolution of the Council in respect of any matter shall be varied or rescinded unless the resolution varying or rescinding the same be passed at a meeting in respect of which not less than 14 days' notice specifying the intention to vary or rescind has been given to all the Council members: Provided that a resolution may be varied or rescinded without such notice if all members of the Council are present and so decide.

10.2 General Meetings

- 10.2.1 A general meeting of the Society to be known as the Annual General Meeting shall be held once a year at such time and place as may be determined by the Council.
- 10.2.2 At such Annual General Meeting, the Council shall submit its annual report, together with a duly audited balance sheet and statement of the financial affairs of the Society as at the end of the previous financial year.
- 10.2.3 A special general meeting of the Society, may at any time upon 21 days' written notice by electronic means or by post to members, be called -
 - (a) by the Council; or
 - (b) by the President (or in his absence by the Vice-President); and
 - (c) shall be so called, upon a written requisition signed and addressed to the Secretary, by not less than twenty members of the Society stating the business to be transacted at such meeting.
- 10.2.4 Not less than 60 days prior to the holding of the Annual General Meeting a preliminary notice of the time, date and place of the meeting shall be posted by the

Secretary to every member. Any member intending to put forward any matter for discussion at the Annual General Meeting shall give written notice thereof to reach the Secretary not less than 30 days prior to the holding of the meeting. No subject put forward by any member shall be put on the agenda of the Annual General Meeting unless the requisite notice of motion has been given in terms of this subclause.

10.2.5 Not less than 21 days prior to the holding of any general meeting a final notice of the time, date and place of such meeting together with the agenda of such meeting shall be posted to each member of the Society.

10.2.6 No resolution shall be taken at a general meeting in respect of any matter unless notice thereof appears in the agenda sent to the members, with the notice calling the meeting, unless such meeting agrees by two-thirds of the members present and entitled to vote that any matter not specifically on the agenda, shall be discussed and voted upon.

10.2.7 Any general meeting or council meeting may be adjourned by a two-thirds majority of the members present thereat and entitled to vote.

10.3 Chairperson

The President, Vice-President or an Honorary Life President, in this order, shall preside at all meetings and should all these office-bearers be absent from any meeting, the members present thereat shall elect another member to preside at such meeting, and any person so elected shall in relation to that meeting, have all the powers and fulfill all the duties of the President: Provided that in the event of the death of the President, the Vice-President shall act as President until the next Annual General Meeting of the Society.

10.4 Voting Procedures

All matters submitted to any meeting shall, save as is otherwise provided, be decided by the votes of the majority of those members present and entitled to vote and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote as well as a deliberative vote. Subject to the provisions of Clause 8, voting at all meetings shall be by show of hands, unless voting by ballot is demanded by any member present and entitled to vote in which event voting shall be by secret ballot.

10.5 Non-receipt of Notices

No business otherwise properly and constitutionally transacted at any meeting shall be invalidated by reason only of the non-receipt by any member of the notice required to be given to such person in terms of the Constitution.

10.6 Quorums

10.6.1 15% of the members of the Society personally present at the commencement of any general meeting and entitled to vote shall form a quorum for such meeting and 50% of the Councillors personally present at any Council meeting and entitled to vote shall form a quorum for such Council meeting with two proxies permitted per person.

10.6.2 If at any meeting a quorum is not present, the meeting shall stand adjourned to a time (not being less than seven days and not more than 30 days thereafter) and place determined by the members actually present, and at such adjourned meeting the members present shall form a quorum: Provided that any meeting at which the President, Vice-President or an Honorary Life President is present shall, if there is no quorum, stand adjourned for half an hour. The members then present shall form a quorum for the disposal of such business (other than any amendment to the Constitution) as the presiding member may declare to be of an urgent nature, and such adjournment for half and hour shall be without prejudice to the rights of the

meeting after dealing with such urgent business to adjourn to a time, date and place as herein provided.

10.6.3 When a meeting has been thus adjourned, a notice shall be sent to all relevant members within seven days after the adjournment, in which shall be stated the time, date and place to which the meeting has been adjourned and the reason for the adjournment.

10.7 Minutes of Meetings

10.7.1 A copy of the minutes of all general meetings shall be supplied to each member of the Society. Copies of the minutes of Council meetings and meetings of other subcommittees shall be supplied to all persons serving on the committee concerned.

10.7.2 The minutes of all meetings approved at a subsequent meeting and signed by the President or the person who may chair the subsequent meeting, shall be proof thereof that all the proceedings were conducted properly and that all elections, appointments and resolutions adopted at the meeting are valid and binding.

11. FINANCIAL PROVISIONS

11.1 The Council shall cause one or more banking accounts to be opened in the name of the Society and any amounts accruing to the Society, shall be deposited in such banking account or accounts as the Council may direct.

11.2 All payments from the funds of the Society shall be effected by cheque, signed by the Secretary or a person appointed by the Council and countersigned by the Auditors or such person or persons as the Council may authorise thereto in terms of Clause 9(y): Provided that nothing herein contained shall prevent the Council from maintaining and operating a petty cash fund, or from paying in cash such ordinary and usual monthly accounts as do not in total exceed a sum determined by the Council, and provided that the total sum necessary for the payment of such accounts is drawn by cheque.

11.3 The Council shall cause proper books of account of income and expenditure to be kept in respect of the Society. All accounts shall be audited from time to time but not less than once every year by an auditor or auditors appointed by the Council.

11.4 All the property of the Society shall be vested in the Council.

11.5 The income and property of the Society, from whatever source derived, including profits and gains, shall be applied solely to the promotion and furtherance of the objectives of the Society, and no part thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise, to any persons who at any time are or were members of the Society: Provided that nothing therein contained shall prevent the payment in good faith of remuneration to any employee or other person/s for services rendered to the Society.

11.6 The Society's financial year shall commence on 1 January of each year and end on 31 December of the same year.

11.7 No Profits or gains will be distributed to any person.

11.8 Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchange Control Act, 1985, (Act No. 1 of 1985).

11.9 The Society will not carry on any profit making activities, or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of

carrying on any business, profession or occupation by them.

12. AFFILIATIONS

The Society may -

- (a) in accordance with the Act be a member of the Association and shall maintain such membership on the conditions set out in the constitution of the Association; and
- (b) further by a majority vote of at least two-thirds of the members personally present, voting and entitled to vote at any general meeting, affiliate with or incorporate any association, society or organisation having aims and objectives kindred to those of the Society.

13. ELECTION OF A REPRESENTATIVE/S TO THE ANNUAL GENERAL MEETING OF THE ASSOCIATION

The Council shall elect a representative or representatives to the Annual General Meeting of the Association in accordance with Clause 9(x).

14. AMENDMENTS TO THE CONSTITUTION

14.1 The Constitution may be added to or altered by a resolution approved by not less than two-thirds of the members present, and entitled to vote at a general meeting of the Society, of which meeting and of which proposed addition to, alteration, variation or amendment of the Constitution, not less than 30 days' written notice has been given by electronic means or by post to each member of the Society.

14.2 No such addition to, alteration, variation or amendment of the Constitution, notwithstanding that it has been passed in the manner prescribed in Clause 14.1, shall be of any force or effect until and except it is confirmed and approved by the Registrar, in terms of the Act, and shall comply with and be submitted to the Registrar in the manner set out in the Act.

14.3 The Society shall not adopt any additions to, alterations, variations or amendments of the Constitution if such additions, alterations, variations or amendments are in conflict with the aims, objectives and requirements of the World Hereford Conference.

14.4 Any amendments to the constitution shall be submitted to the Commissioner for the South African Revenue Service.

15. OFFICE OF THE SOCIETY

The office of the Society shall be at any centre as may be determined by the Council from time to time subject to confirmation by the ensuing general meeting of members.

16. DISSOLUTION OF THE SOCIETY

16.1 If, upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to such other institution or institutions having objectives similar to those of the Society as may be determined by a majority decision of a general meeting of the Society.

16.2 On dissolution of the Society, the remaining assets will be given or transferred to another organisation with objectives similar to those of the society and which is itself exempt from income tax in terms of section 10(1)(cA)(i) of the Income Tax Act.

17. INDEMNITY

The members of the Council and Society members engaged in Society work on the instructions of the Council shall be and are hereby indemnified against all claims, losses and expenses arising out of their services as members of the Council: Provided that they shall have acted *bona fide* and otherwise not have been guilty of gross dereliction of duty or dishonesty.

18. AUTHENTIC VERSION OF CONSTITUTION

This Constitution and Schedules hereto having been drawn, submitted and considered in English,

the English version shall be deemed to be the authentic version.

19. EMPLOYEES OF THE SOCIETY

No employee of the Society shall, except in the performance of his duties as such an employee, render any service or be connected with any business concerned with the purchase or sale of animals.

20. DELEGATION OF POWERS

Notwithstanding anything to the contrary in the Constitution, any member may under power of attorney, duly executed and filed with the Secretary, authorise another person to sign on his behalf any birth notification, application for registration, application for transfer, certificate of transfer, certificate of service, returns or reports or any other document in connection with the administration of a herd. Any such signature given by such authorised person, shall be accepted by the Society as being as valid and binding as if it had been given by the member himself: Provided that nothing herein contained shall entitle such authorised persons in any manner whatsoever to participate in the nomination of, or voting for, any member of the Council, or voting on any matter where his principal has a vote, or to attend any meeting on his principal's behalf.

21. NON-MEMBERS

Such privileges of membership as the Council may determine, may be conferred on non-members: Provided that there shall be no legal or other obligation on the Society to such non-members, and provided further that all fees payable in respect of any services rendered by the Society to non-members, shall be as determined by the Council and payable in advance.

22. SALES

All public or auction sales of Herefords belonging to members shall be conducted in accordance with the provisions of Schedule B.