CONSTITUTION

CATTLE BREEDERS' SOCIETY

OF SOUTH AFRICA
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DEFINITIONS

1. When used in this constitution unless a contrary meaning is apparent from the context:

1.1 "Act" means the Livestock Improvement Act, 1998 (Act 62 of 1998) and includes the regulations promulgated in terms thereof;

1.2 "animal" means a bovine of the Boran breed registered or eligible for registration in the Herd Book and the words "cattle", "calf/calves", "dam/s", "female/s", "bull/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 "breeder" means a member of the Society who is the owner of -
   (a) the dam at the date of birth of an animal to be registered;
   (b) an animal at the date of application for registration in the Appendix or Stud Book Proper Section of the Herd Book; or
   (c) the recipient dam at the date of birth of the animal to be registered as a result of an embryo transfer;

1.6 "buyer" means the person or persons to whom ownership/joint ownership of an animal is transferred by the seller of such an animal;

1.7 "Constitution" means the constitution of the Society;

1.8 "Council" means the Council of the Society duly elected in terms of the Constitution;

1.9 "Department" means the Department or Departments charged with the administration of the Act;

1.10 "embryo" means a fertilised ovum of an animal;

1.11 "Herd Book" means the South African Boran Herd Book in which shall be registered, as the case may be, through the Society by the Association, the details of all animals;

1.12 "inspector/s" means a person/s appointed by Council for the purposes referred to in Clauses 9.9 and 9.10

1.13 "Minister" means the Minister of the relevant Department;

1.14 "owner" means the person (including a natural person of Legal Entity) who -
   (a) according to the records of the Association, possesses the animal concerned; or
   (b) submits proof to the satisfaction of the Council that the animal concerned is eligible to be so registered or inscribed in his name;

1.15 "registering" refers to the procedure of registering an animal in the Appendix or Stud Book Proper Section of the Herd Book, or by which a prefix or herd designation mark is placed on the records of the Association;

1.16 "Registrar" means the officer designated as Registrar of Livestock Improvement in terms of the Act;

1.17. "Secretary" means the secretary of the Society;

1.18. "seller" means the person or persons 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;

1.19. "semen" means the semen of an animal;
1.20. “Society” means the Boran Cattle Breeders’ Society of South Africa;

1.21. "South African-bred Boran" means an animal born in, or whilst in transit to, South Africa: Provided that an animal born from an imported embryo, shall be regarded as an imported Boran; and

1.22. "Territory" means South Africa and such other countries (including all Boran Breed Societies in Africa where the Boran Breed is registered) as the Society may from time to time, with the approval of the Association, determine.

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, words in the singular shall include the plural, and words in the plural shall include the singular.

4. In the computation of time for the purposes of this Constitution, it shall be undertaken by the exclusion of the first day, Saturdays, Sundays and public holidays and the inclusion of the last day. The foregoing shall not apply in the calculation of interest.
CONSTITUTION

1. NAME OF THE SOCIETY
The name of the Society is the Boran Cattle Breeders' Society of South Africa.

2. OBJECTIVES
2.1 Subject to the provisions of the Act and of this Constitution, the objectives of the Society shall be:
   2.1.1 to encourage and promote the breeding and the improvement of the genetic production potential of animals in the Territory;
   2.1.2 to maintain unimpaired the purity of the Boran breed in the Territory and promote the interests of the breed by all possible and available means;
   2.1.3 to encourage the collection, preservation and development of the breed by sound selection in accordance with the accepted description of a Boran and to eliminate contamination by foreign breeds;
   2.1.4 to compile and maintain a "Minimum Breed Standard" in terms of conformation in as far as it is related to functional efficiency based on production records and visual appraisal for genetic defects and efficiency. For this purpose all production data shall be made available to the Council, inspectors and appointed subcommittee/s;
   2.1.5 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;
   2.1.6 to encourage and promote the exhibition of animals at Agricultural Shows; and
   2.1.7 to safeguard and advance the common interests of breeders in the Territory, and generally to give effect to the objectives contemplated by the Act.
2.2 The Society will not -
   2.2.1 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; and
   2.2.2 has the power to carry on any business, including, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.

3. POWERS OF THE SOCIETY
Subject to the terms of the Constitution, the Society shall have the power:
3.1 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
3.2 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 4.2.2, membership of the Society shall be limited to persons above the age of 18 years and shall consist of certain categories of members.
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. For the purposes of this sub-clause a company, close corporation, partnership or body corporate shall be deemed
to be a person and, be 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 of the Council, become a Life Member by paying such a fee or subscription as is laid down by the Council from time to time.

4.2.3 Honorary Life Members
For special services in the interest of the Boran 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 Council: Provided that no person shall be eligible for Honorary Life Membership unless recommended by 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 Council, upon such conditions as Council may determine: Provided that a Special Honorary Member may not vote at meetings of the Society and is not eligible for election to Council.

4.2.5 Junior Members
Any person under the age of 18 years may become a Junior Member on approval of Council: Provided that a Junior Member may not vote at meetings of the Society, is not eligible for election to 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 a junior member.

4.3 Legal Entity (Company, Close Corporation, Partnership, Trust or Body Corporate)

4.3.1 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 a 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 an alternate will be present.

4.3.2 All communications addressed to such an authorised representative referred to in Clause 4.3.1 shall be deemed to be duly served upon the company, close corporation, partnership or body corporate, and at all meetings at which such an authorised representative is in attendance on behalf of the Legal Entity, such a Legal Entity shall be deemed to be duly represented.

4.3.3 The principal person so appointed to represent such a Legal Entity shall be eligible for election to Council in terms of Clause 8.

4.3.4 Should such a Legal Entity 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 4.3.5 shall mutatis mutandis apply in respect of such a Legal Entity.

4.3.5 The liquidation or the dissolution of a Legal Entity 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 a Legal Entity, or from the members (either jointly or severally) of such a Legal Entity;
(b) the liquidator of such a Legal Entity and the members of such a Legal Entity shall be obliged to discharge all the obligations of such a Legal Entity in respect of registrations, transfers and whatever obligations the Legal Entity would have had to discharge as a member of the Society; and
(c) any fees that may become due and payable as a result of herd fees, registrations, transfers or other obligations which have of necessity to be fulfilled after such an
automatic termination of membership, shall be raised on the scale payable by Ordinary Members.

4.4 Registered Members

4.4.1 Any person, including a Legal Entity, resident or conducting business within the Territory, other than South Africa, who is directly or indirectly engaged in the breeding of animals, shall be eligible to register with the Society as a Registering Member.

4.4.2 With the exception of the right -
(a) to vote at general meetings of the Society, and
(b) to be eligible for election to Council,

all the provisions of the Constitution in respect of persons applying to be admitted or already admitted as members and all the rights, privileges and obligations of such members as set out in the Constitution shall mutatis mutandis apply to all persons applying to be registered or already registered with the Society as Registering Members. Registering Members are ipso facto liable for Association fees.

4.5 Application for Membership

4.5.1 Application for Membership of the Society shall be made to the Secretary in writing in such a form as may be prescribed by Council, and shall be accompanied by the relevant subscription and/or entrance fees as set out in the Society's Schedule of Fees. An applicant is encouraged to participate in the Beef Cattle Production Recording Scheme.

4.5.2 Council may admit any applicant to membership of the Society either unconditionally or on such conditions as it may determine, or it may refuse admission to membership, disclosing the reason for such a refusal.

4.1.3. 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.

4.1.4. Council will not approve any application for membership without the application being signed by the applicant or their representative.

4.6 Utilisation of Production Data

Production data of animals of members participating in the Beef Cattle Production Recording Scheme may, on request by the Society and subject to the conditions as may be determined by SA Stud Book, be made available to the Society. The Society undertakes that the utilisation of such data will not be to the disadvantage of any member or members, or SA Stud Book and the Beef Cattle Recording Scheme and that the further processing of such data will not be contrary to the interests of the said Scheme.

4.7 Rights and Privileges of Members

Save for executors of deceased estates, trustees of insolvent estates and liquidators of Legal Entities, the rights and privileges of every 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 -

4.7.1 to receive all reports and other matters published by the Society for distribution amongst members;
4.7.2 to apply for the inscribing or registration of animals under the Society's rules;
4.7.3 to attend all general meetings of the Society and, subject to Clause 4.2, have the right to vote at such meetings;
4.7.4 to receive technical advice on Boran matters from the Society's inspectors and officials (cost of same to be defrayed by the applicant); and
4.7.5 to consult and use the Society's official reports.

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 Council and shall be notified to members at the ensuing Annual General Meeting of the Society. (Schedule A)
5.2 The annual subscriptions and fees shall become due and payable in advance on 1 July in each and every year, and shall be deemed to be in arrear if unpaid on 30 September of the same year.

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 Council may cause an interest charge to be levied and collected on arrear accounts at a rate determined by 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 an 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 incurred in addition to the principal amount, 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 a 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 a 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 Council may expel, and/or terminate its services to any member who -

6.2.1 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 30 days;

6.2.2 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;

6.2.3 has infringed any provision of the Constitution; or

6.2.4 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 an expulsion is to be dealt with, addressed a registered letter to such a 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 a meeting of 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 expulsion of a member, 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 in his name, no notifications of birth 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 4.5.
6.7 Any member who has been expelled is and will be responsible for payment of all outstanding moneys to the society on the date of expulsion

7. REGISTER OF MEMBERS
7.1 The Society shall keep a register of all members reflecting all information as determined by Council from time to time.

7.2 Every member shall communicate in writing to the Secretary any change of his postal address, and all notices of 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 AND EXECUTIVE COMMITTEE
8.1 Election of Council
Six members shall be elected by ballot from amongst the members present and entitled to vote at the Annual General Meeting or a special general meeting called for the purpose and shall hold office for a period of two years. At the ensuing Annual General Meeting three members, as determined by the drawing of lots, shall retire. Thereafter, at each Annual General Meeting the three members longest in office shall retire. Retiring members shall be eligible for re-election.

8.2 Election of the President and Vice-President
8.2.1 The President and Vice-President, who shall hold office for a period of two years, shall be elected by ballot from amongst the members of the newly elected Council.

2. Members elected as President and Vice-President shall be eligible for re-election as such.

8.2.3 A member who has been elected as President is eligible for re-election: Provided that he/she will not hold office for more than three terms; and provided further that there must be an interruption of one year in holding this office.

8.3 Additional Council Members
In addition to the six elected members of Council, the following persons will also serve on Council in an advisory capacity and are also entitled to attend any general meeting, but without the right to vote at any such Council or general meeting:

8.3.1 Honorary Life Vice-Presidents
For exceptional services rendered to the Society, persons may at an Annual General Meeting be proposed and elected as Honorary Life Vice-Presidents: Provided that the proposal is recommended by the Council and supported by at least three-quarters of the members present at the meeting.

8.3.2 The Secretary
The Secretary or in his absence another senior member of the Society, will attend all meetings of the Society and will have the right to join in discussions, but will not have a voting right. There shall be a secretary to the Society.

8.4 Executive Committee
The Executive Committee of the Council shall consist of the President, Vice-President and a member of Council, the latter to be appointed by Council. All actions or decisions of the Executive Committee shall be approved and confirmed at the ensuing Council Meeting.

8.5 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.

Amended 20 June 2018
8.6 In the event of the office of President or Vice-President becoming vacant before the expiration of the period for which he was elected to the Council, at its first ensuing meeting by ballot or in such a manner as the meeting may determine, shall for the unexpired portion of that period elect another of its members to fill the vacancy.

8.7 Members of Council absenting themselves from two consecutive meetings without leave, or other satisfactory reasons, shall automatically vacate their seats.

9. POWERS AND DUTIES OF COUNCIL

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 -

1. to appoint, dismiss or suspend such 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; 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;

2. 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;

3. 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;

4. 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 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 Exchanges Control Act, 1985 (Act No. 1 of 1985);

5. 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;

6. 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;

7. 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;

8. 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;

9. 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;
10. 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;

11. 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;

12. 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;

9.13 to grant leave of absence to any member of Council or any official or employee of the Society, for such a period and upon such terms as it may in each case determine;

9.14 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;

9.15 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;

9.16 to pay all costs and charges in connection with the administration and management of the affairs of the Society;

17. to receive and consider applications for membership and to accept or refuse such applications at its discretion;

18. 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 Boran breed;

9.19 to frame, alter and rescind rules and regulations for conducting the business and carrying out the objectives of the Society, to frame or amend any schedule pertaining to the Constitution as may be deemed necessary from time to time, and to investigate disputes arising from the application of the Constitution and to give decisions in regard thereto;

9.20 to organise and promote sales, either by public auction or private treaty and for such purposes to appoint auctioneers and agents;

9.21 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;

9.22 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, including documents generated beyond the border of South Africa;

9.23 to cancel membership of any person in accordance with Clause 6;

9.24 in accordance with Clause 5.3 to refuse inspection, registration and other work for members whose accounts are overdue;

9.25 to draw up a "Standard of Excellence" and to lay down minimum production and other standards by which:
   9.25.1 animals shall be inspected by inspectors;
   9.25.2 applications for importation and exportation of animals, semen and embryo’s shall be recommended;
   9.25.3 semen and embryo donors shall be approved for embryo transfer purposes; and
   9.25.4 bulls shall be recommended for approval for the sale of semen in terms of the Act; and

9.26 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 and the stipulations of the Act.

10. **MEETINGS**

10.1 **Executive Committee Meetings**
The Executive Committee shall meet when necessary in order to carry out the duties delegated to it by Council.

10.2 **Council Meetings**

10.2.1 Council shall meet at such a time and place as it may from time to time determine, or as may be decided by the President (or in his absence by the Vice-President): Provided that not less than two Council meetings shall be held in each financial year.

10.2.2 A special Council meeting -

(a) may be called by the President (or in his absence by the Vice-President) at such a time and place as such an 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 a meeting.

10.2.3 Not less than 21 days prior to the holding of a Council meeting, written notice of the time, date and place of such a meeting shall be posted by the Secretary to each member of Council.

10.2.4 No resolution of 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 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.

10.3 **General Meetings**

10.3.1 A general meeting of the Society to be known as the Annual General Meeting shall be held once a year at such a time and place as may be determined by Council.

10.3.2 At such an Annual General Meeting, 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.

10.3.3 A special general meeting of the Society, may at any time upon 30 days’ written notice to members, be called -

(a) by 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 25% members of the Society stating the business to be transacted at such a meeting.

10.3.4 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 emailed 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 40 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.

10.3.5 Not less than 30 days prior to the holding of any general meeting a final notice of the time, date and place of such a meeting together with the agenda of such a meeting shall be emailed to each member of the Society.

10.3.6 Any member requiring a preliminary and final notice referred to in sub-clause 10.3.4 and 10.3.5 by post must request such from the Secretary in writing.

10.3.7 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 a 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.

10.3.8 Any general meeting may be adjourned by a two-thirds majority of the members present there and entitled to vote.

10.4 Chairperson
The President, Vice-President or an Honorary Life Vice-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 a meeting, and any person so elected shall in relation to that meeting, have all the powers and fulfil 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.

10.5 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 two-thirds of the members present and entitled to vote in which event voting shall be by secret ballot.

10.6 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 a person in terms of the Constitution.

10.7 Quorums
10.7.1 10% 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 a meeting and four Councillors personally present at any Council meeting and entitled to vote shall form a quorum for such a Council meeting.

10.7.2 Any two members of the Executive Committee personally present at the commencement of any meeting of the Executive Committee shall form a quorum.

10.7.3 If at any meeting a quorum is not present, the meeting shall stand adjourned to a time (not being less than 14 days and not more than 30 days thereafter) and place determined by the members actually present, and at such an adjourned meeting the members present shall form a quorum: Provided that any meeting at which the President, Vice-President or an Honorary Life Vice-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 an 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.

10.7.4 When a meeting has been thus adjourned, a notice shall be sent to all relevant members within 14 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.

10.8 Minutes of Meetings
10.8.1 A copy of the minutes of all general meetings shall be supplied to each member of the Society. Copies of the minutes of the Council and Executive Committee meetings and meetings of other subcommittees shall be supplied to all persons serving on the committee concerned.

10.8.2 The minutes of all meetings should be posted to all parties involved within 30 days of the conclusion of the meeting.

10.8.3 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
11. **FINANCIAL PROVISIONS**

11.1 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 a banking account or accounts as Council may direct.

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

11.3 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 Council.

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

11.5 The income and property of the Society, from whatever source derived, including profits or 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 person: Provided that nothing herein 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 March of each year and end on 28 February of the following year.

12. **AFFILIATIONS**
The Society shall -

12.1 in accordance with the Act be a member of the Association and shall maintain such a membership on the conditions set out in the constitution of the Association; and

12.2 may 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**
Council shall elect a representative or representatives to the Annual General Meeting of the Association in accordance with Clause 9.21.

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 to each member of the Society.

14.2 No such an 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 Association, in terms of the Act, and shall comply with and be submitted to the Association in the manner set out in its Constitution.

14.3 Any amendment to the constitution will 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 Council from time to time subject to confirmation by the ensuing general meeting of members.
16. **DISSOLUTION OF THE SOCIETY**
   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 and which is itself exempt from income tax in terms of section 10(1)(cB)(i)(ff) of the Income Tax Act.

17. **EMPLOYEES OF THE SOCIETY**
   No employee of the society may, except in the fulfilment of his duties as said employee, offer any service or be involved in any business relating to the sale or purchase of animals.

18. **TRANSFER OF RESPONSIBILITIES**
   Notwithstanding any provision in this Constitution, any member may, by proper proxy and saved on file by the Secretary, give another person authority to sign the following; birth notifications/application for registration, transfer of ownership certificates, pregnancy status certificates, or any other documents relating to the administration of a herd. Any signature by such a proxy will be accepted as authentic by the Society and binding upon the member; provided that nothing in this clause will give such a proxy the authority to in any manner possible be able to vote for any issue that his/her principal member may have voting rights for or to attend any meeting on behalf of his/her principal member.

19. **NON MEMBERS**
   Such benefits of membership as what the Council may deem fit, may be offered to non members; provided that there will be no legal or other obligations placed on the Council in relation to such non members and on further condition that all moneys in relation to services rendered by the Society to these non members be determined from time to time at the Society’s Annual General Meeting. Such moneys will be payable upfront by the non-members.

20. **AUCTIONS**
   All Boran auctions will be conducted in accordance with the rules and regulations as determined by the Council from time to time.

21. **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.