

**Annual General Meeting of the Australian Appaloosa
Association Ltd
Held Monday 5th May 2014 at the
Australian Equine & Livestock Events Centre**

At 7.45pm the required quorum of 50 Financial Members had not been reached, Joanne Green President, adjourned the meeting for 15 minutes.

At 7.55pm the required quorum had been reached.

Present: As per membership list.

Apologies: Deanne Warwick, Michael Ebbett, Raelene Gilboy, Gillian Allen, Len Haynes, Jean Haynes, Karen Nicoletto, Lana Denteith.

Joanne Green, President, welcomed everyone and introduced Keiran Breckenridge from Everingham Solomons Solicitors.

Item 1 – To Confirm the Minutes of the Previous Annual General Meeting.

Joanne called for comments on the Minutes of the previous meeting.

Motion: To accept the Minutes of the 2013 AAA Ltd Annual General Meeting as true and correct.

Moved: Tamara Pearson

Seconded: Anne Edwards

**All in Favour
Carried**

Item 2 – To Receive and Consider the Report of the Board.

Joanne advised the meeting that hard copies of the report were available, and read report.

Motion: To accept the Report of the Board as presented.

Moved: Marsha Lewis

Seconded: Michelle Harris

**All in Favour
Carried**

Item 3 – To Receive and Consider the Statement of Financial Position, Detailed Income Statement, Statement of Cash Flow and Auditor's Report.

Joanne explained to the meeting that the financials are now available on AAA Website and Through the Office, advised that hard copies were available.

A question from the floor – ‘Where was the treasurer’s report’.

Joanne advised that a copy would be made available if requested.

Debera Ebbett queried that even though there is a \$17,000 profit, why was \$3,500 used from the cash reserves.

Maria Stokes explained how the financial report is written and what it means.

Joanne called for further questions.

Motion: To accept the Statement of Financial Position, Detailed Income Statement, Statement of Cash Flow and Auditor's Report as distributed.

Moved: Annette Field

Seconded: Jo Fowler

**All in Favour
Carried**

Item 4 – To Appoint Margaret van Aanholt of PKF Lawler Warburton's Audit & Assurance Pty Ltd as Auditor for the ensuing year.

Joanne advised that Margaret van Aanholt, PKF Lawler Warburton's Audit & Assurance Pty Ltd, was appointed for 3 years and as such is appointed until 2015.

Motion: To Appoint Margaret van Aanholt of PKF Lawler Warburton's Audit & Assurance Pty Ltd as Auditor for the ensuing year.

Moved: Tamara Pearson

Seconded: Michelle Harris

**All in Favour
Carried**

Item 5 – To confirm the results of the Ballot for election of the Board of Directors.

Joanne handed floor over to the Returning Officer, Kiara Le Cerf, to present the Election Report.

Kiara presented the Election Report to the Meeting.

Two (2) Directors Positions were available for the 2014 Directors Election.

Four (4) valid Nominations were received by closing date, 21st March 2014.

525 Ballot papers distributed to financial members of AAA, excluding Youth members who are not eligible to vote.

103 Ballot envelopes were received and collected from the Locked Bag held by Australia Post on 28th April 2014.

Ballot Results are as follows:

Nominee	Votes
Fowler, Jo	23
Green, Joanne	82
Maher, John	33
Nicoletto, Karen	22

It is noted that John Maher withdrew his nomination on 15th April 2014

In accordance with Article 12 of the AAA Ltd Constitution, the following Nominees are duly elected for three (3) year terms to the Board of Directors:

Joanne Green
Karen Nicoletto

Debera Ebbett queried how does this election comply with the AAA Ltd Constitution when,

1. Nominations accepted from state that had 3 sitting Directors,
2. Members weren't notified of resignations of remaining Directors,
3. Members denied the right to vote for all available vacancies.

Joanne asked Debera to pose here queries one at a time, to ensure that all are answered.

Debera acknowledge and agreed.

1. Why were nominations accepted from a State that had 3 sitting Directors?

Joanne asked Keiran to respond.

Keiran advised that there is nothing stopping "100" members nominating from a state that has 3 sitting Directors, the constitution has been followed and the election conducted within the current constitution.

Marsha Lewis, as a she understands the constitution, anyone can nominate for the Board, no matter where you live, the members then get to vote and if you're not successful then you are advised that under the constitution we can't appoint you but thanks for your nomination.

Glenn Allan asked how can we accept nominations in this situation.

Keiran advised that it isn't known who will nominate for the board, so you can't not accept nominations because of where they live.

Brett Schonknecht asked how do we know if someone has nominated for the Board.

Keiran advised that is not known, until the nominations have closed and the constitution is quite clear.

Debera Ebbett queried the AAA having a provision to call an EGM in these circumstances.

Keiran advised that the Elections, etc lead up to the AGM and the election doesn't contradict the constitution, therefore no need to run another meeting.

Debera Ebbett:

2. The constitution advises of the member's right to vote and this election has not given members the right to vote for all positions.

Keiran advised that the constitution only refers to 1 ballot paper.

Debera Ebbett: This election didn't allow members to vote for all vacancies.

Keiran: All vacancies were available for members to vote and the constitution allows for 1 Ballot paper.

Glenn Allen queried the use of 2 columns.

Debera Ebbett: So the advice is to disregard the right of members.

Joanne advised that we have received advice on the matter and it has been followed.

Debera asked was the advice available.

Joanne advised that will look into it.

Joanne advised that in the interim the Board positions will be filled as follows

Debbie Pearson – AAYA, AAAA, National Show

Maria Stokes – Treasurer, Hall of Fame, Regional Clubs, International

Amelia Leeman – Vice President, AABA, Merchandise, Website

Joanne Green – President & Secretary, Magazine, Marketing, Office

These positions will remain until a full Board is available.

Joanne also advised that the Position created by the resignation of Ms Sally Cole will be filled by Jo Fowler in a casual position until the next Election.

Item 6 – To Consider Notices of Motion as circulated.

Motion 1

That the Annual General Meeting of 5 May, 2014 at the Australian Equine & Livestock Events Centre Tamworth revise the Constitution of the Australian Appaloosa Association Ltd to read as follows:

Article 12

- a. *As from the Annual General Meeting of the Australian Appaloosa Association Limited held on 5 May, 2014 the Board of Directors shall consist of ~~seven (7)~~nine (9) members elected in accordance with these Articles.*
- b. *The Board of Directors will be made up of seven (7) Board members who reside anywhere in Australia provided that no more than three (3) Board members may reside in the same State. If there is a vacancy on the Board as per Article 12 (a) and the only nominations received exceed the limit of no more than three (3) in the same State, then those persons will fill these positions and their place of residence is not taken into account. The remaining two(2) Directors may reside in any State or Territory of Australia.*

Proposer: Joanne Green, F4707

Secunder: Maria Stokes, F5249

Joanne Green spoke for the motion.

Glenn Allan queried the difficulty in filling 7, how do we fill 9. A number of years ago discussion was that AABA were to help the Board with the Workload.

Joanne advised that there was a suggestion to reduce to 5 Directors but since then we have had 2 years of Profits and lost 1 Staff member. A number of requests have been received.

Sharon Coldwell spoke for the motion.

Debera Ebbett advised of concerns that we'd had 2 years of \$40,000 losses and now 2 years of profits and how are we going to sustain this financially.

Joanne advised that the motion was written when the Board consisted of 7 members.

Debera Ebbett: Still don't see how we are financially capable of supporting 9 Directors.

Joanne: Similar concerns, but we've cut expenses to the bone and need to increase memberships and other income by looking at different ways to increase profits, so with only 7 Directors, we don't have the ability to do that but increasing the number of Directors will be done with minimal impact on finances.

Bryanne Cairncross queried the cost per Director.

Joanne advise that those figures are not available at this time.

Debera Ebbett queried the motion stating that positions will be filled with Casual Vacancies but the constitution does not allow for that to happen.

Keiran Breckenridge advise that the positions can be filled as per the constitution.

Debera Ebbett proposed an amendment to the motion withdrawing the use of casual vacancies to fill the positions.

Joanne advised that the motion does not state that the positions will be filled by casual vacancies.

Joanne called for the motion to be put the vote

Votes counted in the Room:

In Favour: 36

Against: 10

Abstained: 1

Votes received by Proxy:

In Favour: 18

Against: 9

Abstained: 1

Total Votes for the Motion:

In Favour: 54

Against: 19

Abstained: 2

Joanne declared the motion had been passed.

Motion 2

That the Annual General Meeting of 5 May, 2014 at the Australian Equine & Livestock Events Centre Tamworth revise the Constitution of the Australian Appaloosa Association Ltd to read as follows

That Article 41a of the Constitution of the Australian Appaloosa Association Limited be revised to read as follows:

41a Quorum

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 5% of the current financial membership personally present shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such day and place as the Chairman of the meeting may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting those members who are present and entitled to vote shall be a quorum.

Proposer: Joanne Green, F4707

Secunder: Maria Stokes, F5249

Joanne Green spoke for the motion.

Brett Schonknecht queried how many members is 5%

Debera Ebbett queried the difference between 5% and 50, as we've always been able to achieve the current quorum of 50 for an AGM.

Joanne called for the motion to be put to the vote

Votes counted in the Room:

In Favour: 8

Against: 30

Abstained: 0

Votes received by Proxy:

In Favour: 14

Against: 10

Abstained: 0

Total Votes for the Motion:

In Favour: 22

Against: 40

Abstained: 0

Joanne declared the motion Defeated.

Motion 3

Debera Ebbett requested that the Motion be read to the meeting.

Joanne read the motion.

1. That the Board of the Australian Appaloosa Association Ltd obtain advise to review the Constitution and Articles of the Australian Appaloosa Association Ltd.
2. That the Board of the Australian Appaloosa Association Ltd provide all members with a revised Constitution and Articles of the Australian Appaloosa Association for review and approval.

Proposer: Joanne Green, F4707

Secunder: Maria Stokes, F5249

Glenn Allan queried who would conduct the review.

Joanne advised that the Salvation Army, who has a division that conducts reviews, is one option.

Debera Ebbett queried the costs involved for conducting a Constitution review.

Joanne advised that quotes would be sought before proceeding.

Joanne called for the motion to be put to a vote.

Votes counted in the Room:

In Favour: 37

Against: 0

Abstained: 0

Votes received by Proxy:

In Favour: 24

Against: 5

Abstained: 0

Total votes for the Motion:

In Favour: 61

Against: 5

Abstained: 0

Joanne declared the motion passed.

Motion 4

In accordance with regulation 20 of the Articles of Association of the Australian Appaloosa Association Ltd, that Members disallow the rule made by the Board of Directors at the Board Meeting on 27th and 28th April 2013 to add a third tier APR 3 to the APR rules.

Moved: Debera Ebbett, F1977

Seconded: Ev Lagoon, C154

Joanne asked if Debera Ebbett would like to speak for the Motion.

Debera spoke for the motion.

Joanne asked if anyone would like to speak for or against the Motion.

Joanne called for the motion to be put to a vote.

Votes counted in the Room:

In Favour: 43

Against: 0

Abstained: 3

Votes received by Proxy:

In Favour: 26

Against: 6

Abstained: 0

Total votes for the Motion:

In Favour: 69

Against: 6

Abstained: 3

Joanne declared the motion passed.

Motion 5

- That the Board of the Australian Appaloosa Association Ltd provide the members with three (3) alternative proposals for the nomination and voting procedures for Directors of the Association as outlined in the Constitution of the Australian Appaloosa Association Ltd.
- That the Board of the Australian Appaloosa Association Ltd gain member input as a result of 1 above.
- That the Board of the Australian Appaloosa Association Ltd gain member approval for a new process of nomination and voting for Director positions within six (6) months of the 2014 AGM.
- That the approved voting process for nomination and voting of Directors be included in the Constitution and for it to be the nomination and voting process for Directors for the 2015 Annual General Meeting.

Proposer: Marsha Lewis, F3497

Seconder: Breda Soper, F10239

Marsha spoke for the motion.

Margaret O'Brien queried if these changes would require an EGM.

Joanne asked Keiran to advise.

Keiran advised that yes it would require an EGM to be passed.

Marsha withdrew the motion.

Glenn Allan thanked Marsha for her motion.

Joanne called for further business.

There being no further business, Joanne Green declared the Annual General Meeting closed at 9.15pm.

General Business

Anita Demmers queried the use of horses that have tested N/N for the Grey gene.

Joanne advised that under the rules, regardless of test result, a horse having a grey parent or grandparent is not eligible for use in a breeding program, however advised that proposals can be sent to the board.

Brett Schonknecht queried the removal of Unknown geldings.

Joanne advised that changes to rules should be sent as proposals to the Board for consideration.

Merilyn Moyle queried if dates have been set for the 2015 Nationals.

Joanne advised that discussions are ongoing with venues, both here and in Sydney, for suitable dates.

Susie Jackson queried the cost comparison for both venues.

Joanne advised that, without having exact figures, both venues are of similar costs.

There being no further General business, Joanne thanked everyone for attending and closed the meeting at 9.30pm.