

Constitution of the

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# Australian Appaloosa Association Ltd

Date: 12<sup>th</sup> January 2017

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A Corporation limited by Guarantee

# DRAFT 12 Jan 2017

## Constitution of the Australian Appaloosa Association Ltd

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## Part 1 - Preliminary

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### 1. Definitions

- 'The Act' means the 'Corporations Act 2001' and any subsequent Act as handed down from time to ~~time~~time.
- 'The Association' means 'Australian Appaloosa Association Ltd'.
- 'The Board' means the Board of Directors constituted pursuant to 3.1 clause of this Constitution.
- 'Director' means a member of the Board of Directors constituted pursuant to clause 3.2 of this Constitution.
- Delivered means received to the office of the Association by mail or courier or verified by tracking as having been delivered to any address registered or notified for the receiving of mail by the Association.
- 'Financial Member' shall be a member who is not more than twenty eight days in arrears in the payment of his/her annual subscription.
- 'Financial Year' means the period commencing on the first day of August in any year and ending on the thirty first day of July in the following year or such other yearly period as the Board may from time to time determine.
- 'The Office' means the office for the Association.
- 'The Register' means the register of members to be kept pursuant to the Act.
- 'Month' means calendar month.
- 'In writing' means written or printed, or partly written and partly printed.
- Word importing the singular number, shall where applicable, include the plural and vice versa.
- Words importing the masculine gender, where applicable, shall mean and include the feminine gender.
- Words importing persons, include corporations.
- ~~Company Secretary~~Company Secretary -means:
  - (a) the person holding office under this constitution as ~~Company Secretary~~Company Secretary or delegate of the association, or
  - (b) if no such person holds that office - the public officer of the association.
- Extraordinary general meeting means a general meeting of the association other than an annual general meeting.
- The Regulation means the Corporations Act Regulations 2001
- In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## 2. Purpose

The Association is established for the purpose set out in the Memorandum of Association dated 16 January 1978.

### Part 2 - Membership

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2.1 A person is eligible to be a member of the association if they are a person, corporation, firm, partnership, institution, executor and trustee who is the owner of an Appaloosa Horse eligible for registration by the Association or any person, corporation, firm, partnership, institution, executor and trustee who proves to the satisfaction of the Board, their interest in an Appaloosa horse

#### 2.2. Nomination for membership

- 2.4.1 Every application for Membership shall be made in writing signed by the applicant and shall contain such information as the Board may, from time to time or in any particular case, prescribe.
- 2.4.2 Every such application shall be lodged with the ~~Company Secretary~~Company Secretary or delegate and shall be accompanied by payment to the Association of the prescribed entrance fee, if any, and annual subscription for the current year.
- 2.4.3 Upon the election by the Board of any applicant for membership the Secretary shall forthwith send to the applicant written notice and the applicant shall become a member of the Association bound by its Memorandum and Constitution and the Secretary shall enter the name, address and description of such applicant in the Register of Members required to be kept in terms of the Act.
- 2.4.4 Application and payment of their subscription for the relevant year made to the Association will deem them a financial member from their payment date and be entitled to membership and registration of the Association. The Secretary shall enter the name, address and description of each such member in the Register of Members required to be kept in terms of the Act
- 2.4.4 In the event of any application being withdrawn by an applicant or rejected by the Board, the entrance fee, if any and annual subscription fee paid by the applicant shall be refunded to them.

#### 2.5 Membership Classifications:

The membership of the Association shall be classified as follows;

**Honorary Life Members** – being those members who have been admitted to Honorary Life Membership in accordance with this Constitution. In each year, on the recommendation of the Board, the Association in Annual General Meeting may elect not more than two persons to be Honorary Life members of the Association and upon such election the persons concerned shall be admitted as Honorary Life members of the Association without payment for such memberships.

**Life Member** – being those members who have been admitted to Life Membership in accordance with this Constitution. Any Full Member of the Association shall be admitted as a Life member of the Association upon paying to the Association such Life membership fee as the Association in General Meeting may from time to time prescribe.

Any member who has served for six (6) consecutive years as a Director on the Board of the Association shall at the next Annual General meeting, held after such period, be automatically admitted as an Honorary Life Member of the Association.

***(An admitted Life member or Honorary Life members shall be entitled to all the privileges of a Full member for the remainder of his/her life unless he/she resigns in writing (if resigns such Life or Honorary membership cannot be reinstated) or is suspended or expelled from the Association. Annual subscriptions do not apply to Life members or Honorary Life members of the Association)***

**Full Member** – being those members, nineteen (19) years of age or older as at the commencement of the membership year, other than Honorary Life Members, Life Members or Constituent Members.

**Junior Member** – being those members, eighteen (18) years and under as at the commencement of the membership year, other than Constituent members.

**Constituent Member** – being members who are Companies, Firms, Executors, Institutions, Trustees, Societies or Studs who are interested in the promotion of the Appaloosa in Australia on the basis that this category of membership is entitled to one (1) nominee, details of whom must be provided to the ~~Company~~ Secretary Company Secretary or delegate upon application and the nominee is to be responsible for all bookwork, signatures and voting on behalf of such constituent membership and shall be the only person eligible to vote show and/or sign on behalf of this membership. All persons or Companies, Firms, Executors, Institutions, Trustees, Societies or Studs who are on the application form for Constituent membership shall be liable for the action of the nominee from time to time.

**Couple Member** – being those members, nineteen (19) years of age or older as at the commencement of the membership year, who are married or defacto and must reside at the same address, other than Honorary Life members, Life members, Full members or Constituent members, both persons noted as part of the Couple membership will have the same showing and voting rights as a Full member.

**Other membership categories – and other membership categories that the Board may introduce from time to time. These membership categories must be introduced by a unanimous decision of the Board.**

## **2.6 Membership Fees**

- 2.6.1 The annual membership fee payable by the members of the Association shall include a subscription to the “National Appaloosa Journal” and shall be such as the Board shall from time to time prescribe.
- 2.6.2 All annual subscriptions shall become due and payable in advance on the first day of August every year. If the subscription of any member shall remain unpaid for a period of twenty eight (28) days after it has become due then the member is deemed unfinancial for the forthcoming year and not entitled to members rights or benefits until such time as the Membership fee is paid.
- 2.6.3 A member may at any time by giving notice in writing to the ~~Company~~ Secretary Company Secretary or delegate, resign their membership of the Association but shall continue to be liable for any annual subscription and all arrears due that are unpaid at the date of their resignation. On the expiration of the period of notice, the member ceases to be a member.
- 2.6.4 If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Constitution of the Association or engage in conduct that is in breach of relevant legislations or the Associations code of Conduct, the Board shall have the power to apply the disciplinary process as set out in this Constitution or the Associations Rules and/or Regulations. The member will receive written notification of the application of the disciplinary process.

## 2.7. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee within 28 days after the fee is due.

## 2.8. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) cannot be transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## 2.9. Resignation of membership

2.9.1 A member of the association may resign from membership of the association by giving to the ~~Company Secretary~~Company Secretary or delegate written notice of the member's intention to resign and the ~~Company Secretary~~Company Secretary or delegate must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 2.10. Register of members

2.10.1 The ~~Company Secretary~~Company Secretary or delegate of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

2.10.2 The register of members must be kept at the registered or official office of the Association:

2.10.3 A member of the association may enquire regarding the membership status of another member and this request must be made in writing to the ~~Company Secretary~~Company Secretary or delegate. The Association can only confirm if the person is or is not a current member.

## 2.11. Fees and subscriptions

2.11.1 A member of the association is liable to pay to the association all fees and penalties designated or incurred by the member from the time of admission as a member.

2.11.2 In addition the member of the association (except life members) must pay to the association an annual membership fee as advertised by the 1<sup>st</sup> August of each year:

## 2.12. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount of \$20 or any such other fee as designated under the Act in addition to any fees unpaid by the member in respect of membership of the association.

## 2.13. Resolution of disputes and complaints

2.13.1 A dispute between members, or a dispute between a member and the association, are to be communicated in writing to the ~~Company Secretary~~Company Secretary or delegate. The dispute may be addressed at the Boards discretion if the dispute is in relation to a service or benefit provided by the association or the dispute is related to a breach of the associations code of conduct, rules or regulations.

2.13.2 If any member wishes to make any complaint such complaint must be made in writing, signed by the member and forwarded to the ~~Company Secretary~~Company Secretary or delegate. The complaint will be dealt with by the Board and the decision/outcome will be communicated.

#### **2.14. Disciplining of members**

2.14.1 A complaint may be made to the Board by any person that is a member of the association against another member who:

- (a) has refused or neglected to comply with a provision of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the association.

2.14.2 The Board may appoint a Disciplinary Committee comprising of such Board Director, Association member or qualified experts as it deems appropriate in its absolute discretion. Save and except that if the complaint involves a Director, such Director cannot sit on the committee and the Board must appoint a committee with at least 50% of the committee to not be directors.

2.14.3 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

2.14.4 If the Board decides to deal with the complaint under the Disciplinary process set out in this Constitution or any Rules and Regulations of the Association, the Board/Committee:

- (a) must ensure notice of the complaint is served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the board/committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

#### **2.15. Right of appeal of disciplined member**

2.15.1 A member has the right of appeal to a decision of the Board / Disciplinary committee in accordance with the rules and regulations of the Association.

### **Part 3 - The Board**

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#### **3.1 Powers of the Board**

3.1.1 Subject to the Act, the Regulations and this Constitution and to any resolution passed by the association in general meeting, the Board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions that are required by this Constitution or can be exercised by a general meeting of members of the association, other than any actions under the Act designated only to members in general meeting, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

3.1.2 The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association that are not required to be exercised by the Association in General Meeting or the Act as long as they are not inconsistent with the aforesaid regulations of provisions and the aims of the Association.



- 3.1.3 The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
- 3.1.4 The Board may on behalf of the Association enter into Contracts to purchase or take up freehold land or enter into any lease or contract deemed necessary to protect or further the interests of the Association. But any contract to purchase or take up freehold land shall be subject to confirmation by the Association in General Meeting and the Board shall hold an Extraordinary (Special) General Meeting, when necessary, for the purpose of securing such confirmation.
- 3.1.5 All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any two (2) members of the Board or in such manner as the Board from time to time.
- 3.1.6 The Board shall have the power at any time and from time to time to appoint a member of the Board to fill any casual vacancy occurring among the office bearers.
- 3.1.7 The Board may, by a resolution passed by a majority of not less than one half of the members of the Board, remove any office bearer before the expiration of their period of office and appoint another member of the board.
- 3.1.8 The Board shall have power at any time and from time to time to appoint any Financial Full member, Honorary Life member, or individual who is part of a Couple membership or Life member of the Association to fill any **casual vacancy** occurring in the Board but so that the total number of members of the Board does not exceed the number of Board Members pursuant to 3.2.1. Any person appointed as a member of the Board pursuant to this Article shall hold office only until the commencement of the next following Annual General Meeting and shall, if duly nominated, be eligible for election.
- 3.1.9 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 3.1.10 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 3.1.11 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 3.1.12 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 3.1.13 A sub-committee must meet at least once every 3 months and report to the Board of directors at least 6 monthly. Meetings may be face to face or through the range of acceptable business media methods.

### 3.2 Composition and membership of the Board

- 3.2.1 The Board of Directors will be made up of nine (9) members elected in accordance with this Constitution. The number of Directors on the Board can only be varied by

ordinary resolution by the members at any Annual General Meeting or Extraordinary Meeting.

- 3.2.2 The Directors may reside anywhere in Australia provided that no more than three (3) sitting Board members may reside in the same State. A member of the Board will be deemed to reside at the address given at the time of his/her nomination for their term of office as a Director.
- 3.2.3 The Directors when elected shall hold Office, until the third Annual General Meeting after their election. All Directors shall be eligible for re-election after each term of office.
- 3.2.4 The office-bearers of the association make up the Executive and are as follows:
- (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- 3.2.5 A Board member may hold up to 2 offices (other than both the president and vice-president offices). There must be a minimum of three (3) Board members on the executive.
- 3.2.6 Each of such office bearers, when elected, shall be entitled to hold office until the conclusion of the next Annual General Meeting when each such office bearer shall retire, or until such office bearer ceases to be a member of the Board, whichever occurs the sooner.
- 3.2.7 All retiring office bearers shall, provided they are still members of the Board, be eligible for re-election, with the exception to the office of President. The occupant of the position of President will not hold the office for a period of more than three (3) consecutive years and must retire from the position after the third consecutive year. A year is deemed as any time period between Annual General Meetings. The stand down period must be for at least one (1) year.

### 3.3. Election of Board members

- 3.3.1 Nominations of candidates for election as Board Members of the Association must:
- (a) be made in writing, nominated and seconded by 2 financial members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination). Such nomination must be received in one part that is the nomination.
  - (b) be lodged with the ~~Company Secretary~~Company Secretary or delegate not less than ~~fifty five~~fifty-five (55) days prior to the Annual General Meeting and in any case delivered to the ~~Company Secretary~~Company Secretary or delegate of the Association by 5 pm on the date advertised as the closing date for nominations.
- 3.3.2 Financial members shall elect from the candidates nominated as many candidates as may be required to bring the total number of Directors of the Board to the number specified in clause 3.2.1. and no more.
- 3.3.3 In the event of insufficient candidates being nominated to fill the vacancies on the Board, the ~~Chairman~~Chairperson at the Annual General Meeting shall declare the candidate so nominated duly elected and shall thereupon call for nomination of further candidates from the floor of the Annual General Meeting to fill the remaining vacancies on the Board. Further candidates may be nominated by any two financial members of the Association present at that meeting. A ballot shall then be held at the

Annual General Meeting, all financial members present at the meeting are entitled to vote for as many candidates as there are vacancies to be filled, and no more. Any two (2) members can call for such vote to be by secret ballot.

- 3.3.4 If the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated are taken to be duly elected even if such would result in more than 3 Directors from one State on the Board.
- 3.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held pursuant to clause 3.2.2.
- 3.3.6 In the case of two or more candidates nominated receiving an equal number of votes, whether on a postal ballot or on a ballot held at an Annual General Meeting, as the case may be, the ~~Chairman~~Chairperson of the Annual General Meeting shall have a second or casting vote.
- 3.3.7 No person shall be elected to the Board unless he/she is at the time of his nomination
- (a) Full financial member or a Life member or Honorary Life member or individual who is part of a Couple membership.
  - (b) A nominee of a Constituent membership that also holds a valid adult membership - Life member, honorary life member or be an individual who is part of a Couples Membership
  - (c) A financial member of the Association for two or more years standing.

#### 3.4. Annual General Meeting

- 3.4.1 At least seventy (70) days before the Annual General Meeting the Company Secretary shall send to all financial members of the Association a Notice specifying the date, place and time of the proposed Annual General Meeting together with the names of the Board Members who are retiring.
- 3.4.2 Not less than thirty (30) days prior to the Annual General Meeting the Company Secretary shall prepare and forward to each financial member of the Association a ballot paper. Each financial member shall be entitled to vote for all vacancies that are to be filled. The ballot paper shall specify the number of vacancies to be filled and in alphabetical order, the names of all candidates nominated. A valid vote will be recorded if a mark is placed in the box of candidates for each or any available vacancy and no more. Completed ballot papers shall be returned to the Returning Officer designated by the ~~Company Secretary~~Company Secretary or delegate. All Ballots are to be received by the Returning Officer by 5.00 pm not less than seven (7) days prior to the Annual General Meeting provided that if such seven (7) days period falls on a Saturday or Sunday or Public Holiday, then such period shall expire at 5.00 pm on the last working day immediately prior to such seven (7) day period.
- 3.4.3 In addition to the ballot paper the ~~Company Secretary~~Company Secretary or delegate shall send notices of any special resolutions which are to be put to the Annual General Meeting for consideration.
- 3.4.4 Within fourteen (14) days of each Annual General Meeting the members of the Board shall hold a meeting and elect from amongst its members persons to fill the Executive offices.
- 3.4.5 The Association may only reduce or increase the number of board members by a resolution passed at the Annual General Meeting.
- 3.5 ~~Company Secretary~~Company Secretary or delegate**
- 3.5.1 The Board shall appoint a ~~Company Secretary~~Company Secretary or delegate who may be either Honorary or paid a salary from the funds of the Association as

determined from time to time by the Board. ~~Company Secretary~~Company Secretary or delegate is not a member of the Board under 3.2.1. They shall hold office at the pleasure of the Board and shall perform all such duties as the Board may from time to time direct. The ~~Company Secretary~~Company Secretary or delegate shall keep record of the full and correct Minutes of all proceedings at meetings of the Association and of the Board or any sub-Board and shall keep the records of all competitions conducted by the Association. They shall be in charge of the office and responsible for the clerical administration of the said office and office staff.

3.5.2 The ~~Company Secretary~~Company Secretary or delegate of the association must, as soon as practicable after being appointed as ~~Company secretary~~Company Secretary or delegate, lodge notice with the association of his or her address.

3.5.2.1 It is the duty of the ~~Company secretary~~Company Secretary or delegate to keep accurate records of minutes of:

- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.

3.5.2.2 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### 3.6. Treasurer

3.6.1 It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

### 3.7. Removal of Board members

3.7.1 The office of a member of the Board shall become vacant if the member:

- (a) Ceases to be a member of the Board by virtue of the Act;
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) Becomes prohibited from being a director of a company by reason of any order made under the Act;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) Resigns by notice in writing to the Association;
- (f) Fails to attend three consecutive meetings of the Board without leave of the Board;
- (g) Ceases to be a member of the Association;
- (h) Is suspended from this Association.

3.7.2 Subject to the provisions of the Act the Association may by special resolution, remove any member of the Board before the expiration of their period of office and in that event the Association shall by ordinary resolution appoint another person as though such appointment was **a casual vacancy**.

### 3.8. Board meetings and quorum

- 3.8.1 The Board must cause a meeting to be held at least 3 times in each period of 12 months. Such meeting may be convened at such place and time as the Executive committee may determine or can be conducted by electronic or telephonic means.
- At all meetings the Board shall ensure minutes are made:
- (a) Of all appointments of officers and servants;
  - (b) Of names of members of the Board present at all meetings of the Association and of the Board, and
  - (c) Of all proceedings at all meetings of the Association and of the Board. Such minutes shall be signed by the ~~Chairman~~Chairperson of the meeting at which the proceedings were held or by the ~~Chairman~~Chairperson of the next succeeding meeting.
- 3.8.2 Additional meetings of the Board may be convened by the president or by any member of the Board.
- 3.8.3 Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 3.8.4 Notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 3.8.5 Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the Board.
- 3.8.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 3.8.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 3.8.8 At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### 3.9 Proceedings of the Board

- 3.9.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Members of the Board may at any time, and the Secretary shall on the requisition of five (5) members of the Board summon a meeting of the Board.
- 3.9.2 Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the ~~Chairman~~Chairperson of the meeting shall have a second or casting vote.

- 3.9.3 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which they have an interest or any matter arising from that contract or proposed contract, and if they do so vote their vote shall not be counted.
- 3.9.4 The quorum necessary for the transaction of the business of the Board shall be 5.
- 3.9.5 The continuing members of the Board may act if their number is reduced below the number fixed (9) may act for the purpose of increasing the number of members of the Board to that number by summoning a General Meeting of the Association, but for no other purposes.
- 3.10.6 The President shall preside as ChairmanChairperson at every meeting of the Board or if there is no President or if at any meeting, they are not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be ChairmanChairperson or if the Vice-President is not present at the meeting then the members present may choose one of their number to be ChairmanChairperson of the Meeting.
- 3.10.7 The Board may delegate any of its powers to sub-Boards consisting of such member or members of the Board as they think fit; any sub-Board so formed shall conform to any regulations that may be imposed on it by the Board and operate in accordance with this constitution.
- 3.10.8 A sub-Board may elect a ChairmanChairperson of its meetings; if no such ChairmanChairperson is elected, or if at any meeting the ChairmanChairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be ChairmanChairperson of the Meeting.
- 3.10.9 A sub-Board may, subject to any regulation imposed on it by the Board, meet and adjourn as it sees fit.
- 3.10.10 Questions arising at any meeting of a sub-Board shall be determined by a majority of votes of members present. The ChairmanChairperson of a sub-Board shall have a deliberative vote only and shall not have a second or casting vote.
- 3.10.11 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or members of the Board.
- 3.10.12. Subject to the provisions of the Act the Board shall be the sole authority for the implementation and/or the interpretation of any part or parts of these Articles of Association and any Rules, By-laws or Regulations and shall be final and binding on members.

## **Part 4 - Meetings**

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### **4.1. Annual general meetings**

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be "Extraordinary General Meetings". Only Full Financial members, Couple members, Honorary Life members, Life members and nominee of Constituent members shall be entitled to attend and vote at General Meetings

- 4.1.1 The following business shall be transacted at such Annual General Meeting:
- (a) The approval of the Minutes of the previous Annual General Meeting and a consideration of any matters arising therefrom.



- (b) Consideration of the President's Annual Report, Financial Statements and Auditor's Report.
- (c) Consideration of any notices of motion duly lodged with the Secretary. Provided that if such notices of motion require a special resolution then such notices shall have been lodged with the Secretary at least thirty eight (38) days before the Annual General Meeting and if such notices require special notice on the basis that such notices have been given to the Secretary at least forty five (45) days before the Annual General Meeting.
- (d) Election of the Board in accordance with these Articles.
- (e) Election of Auditors.

#### **4.2 Business to be undertaken at AGM**

4.2.1 The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.

4.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
- (c) to elect office-bearers of the association and ordinary committee members,
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

4.2.3 An annual general meeting must be specified as such in the notice convening it.

#### **ChairmanChairperson**

The President shall preside as ChairmanChairperson at every General Meeting of the Association, or if there is no President, or if they is not present within half an hour of the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside as ChairmanChairperson or if the Vice-President is not present or is unwilling to act, then the members present shall elect any other member of the Board to be ChairmanChairperson, or if no member of the Board is present or willing to act, then the members shall elect one of their number to be ChairmanChairperson of the meeting.

In case of an equality of votes, whether on a show of hands or on a poll, the ChairmanChairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### **Junior Members**

Notwithstanding any of the provisions of these Articles of Association no Junior Member shall be entitled to vote at General Meeting of the Association or in the election of any members of the Board if such election is carried out by postal vote.

#### **Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### 4.3 Notice - AGM and General meetings

- 4.3.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.3.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- 4.3.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.2.
- 4.3.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

#### 4.4 Quorum

No business shall be transacted at any AGM or General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) financial members 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~~Chairperson of the meeting may determine.

- 4.4.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 4.4.2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4.4.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4.4.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.



#### **4.5 Chairperson**

- 4.5.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 4.5.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

#### **4.6 Adjournment**

- 4.6.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 4.6.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 4.6.3 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

#### **4.7 Making of decisions**

- 4.7.1 A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- 4.7.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost is to be recorded in the minute book of the association detailing numbers for and against.
- 4.7.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

#### **4.8 Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

#### **4.9 Voting**

- 4.9.1 On any question arising at a general meeting of the association a member has one vote only.
- 4.9.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 4.9.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- 4.9.4 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

#### **4.10 Proxy**

- 4.10.1 A member may vote in person or by a proxy provided that such proxy shall be a Full Financial member, Couple member, Honorary Life member, Life member, or

Constituent member of the Association and subject to the provisions of these Articles on a show of hands every person present who is a Full Financial member, Couple member, Constituent member, Honorary Life member, or Life member shall have one (1) vote and on a poll or ballot every Full financial member, Couple member Honorary Life member, Life member or Constituent member who is present in person or by proxy shall have one (1) vote.

- 4.10.2 The instrument appointing a proxy shall be in writing, using the designated proxy for of the association and under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 4.10.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised certified copy of that power or authority shall be deposited at the registered office of the Association, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

#### **4.11 Postal ballots**

- 4.11.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- 4.11.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **4.12 Extraordinary general meetings**

- 4.12.1 The committee may, whenever it thinks fit, convene an extraordinary general meeting of the association.
- 4.12.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene an extraordinary general meeting of the association.
- 4.12.3 A requisition of members for an extraordinary general meeting:
- (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4.12.4 If the committee fails to convene an extraordinary general meeting within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene an extraordinary general meeting to be held not later than 3 months after that date.
- 4.12.5 An extraordinary general meeting convened by a member or members as referred to in subclause 4.12 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **Part 5 - Miscellaneous**

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#### **5.1 Insurance**

The association may affect and maintain insurance.

## **5.2 Indemnity**

Every member of the Board and the Auditor shall be covered by indemnity insurance whilst they are an active member of the board or the designated auditor.

## **5.3 Funds - source**

- 5.3.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- 5.3.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- 5.3.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **5.4 Funds - management**

- 5.4.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 5.4.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Board authorised to do so by the Board.
- 5.4.3 The Board shall maintain true accounts of all sums of money received and expended by the Association detailing receipt, expenditure, assets and liabilities of the Association.
- 5.4.4 The Books of Account shall be kept at the office of the Association or at such other place or places as the Board thinks fit.
- 5.4.5 The books and accounts shall at all times be open to inspection by the Members of the Board and Auditor.
- 5.4.6 All accounts due by the Association shall be paid by cheque to be signed by the Secretary and the President and/ or Vice-President or by such other person authorised by the Board.
- 5.4.7 All accounts must be passed for payment by the Board or insofar as authority has been delegated to it, by the Finance sub-Board, if any.
- 5.4.8 The Secretary shall submit to the Board every two (2) months, a statement of receipts and expenditure and outstanding accounts.
- 5.4.9 The Annual Financial Statements and Balance Sheet before being presented to the Annual Meeting shall be audited by the Association's Auditor.

## **5.5 Stud book registry**

To ensure the integrity of the Associations stud book, only horses eligible to be registered into the stud book at the time of their first registration will be recorded as such. A horse originally registered under another appendix, as may introduced from time to time, cannot ever be upgraded to the stud book regardless of any later identified evidence becoming available.

## **5.6 Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## 5.7 Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

## 5.8 Audit

- 5.8.1 The Annual General Meeting of the Association each year shall appoint an Auditor to hold office until the next Annual General Meeting. The retiring Auditor shall be eligible for reappointment.
- 5.8.2 No member of the Board is eligible for appointment as Auditor.
- 5.8.3 No person shall be competent to be appointed to act as Auditor who is or becomes indebted to the Association. If any person after being appointed Auditor shall become indebted to the Association, their appointment shall thereupon be rescinded.
- 5.8.4 The Board may fill any casual vacancy in the office of Auditor until next Annual General Meeting.
- 5.8.5 The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Association, and shall be entitled to require from the Board and offices such information and explanation as may be necessary for the performance of their duties.

## 5.9 Inspection of documents

- 5.9.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour at the Associations registered office:
  - (a) records, books and other financial documents of the association (excluding members personal details),
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- 5.9.2 A member of the association may obtain a copy of any of the documents referred to in 5.9.1 on payment of a fee of not more than \$1 for each page copied.

## 5.10 Service of notices

- 5.10.1 For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.
- 5.10.2 For the purpose of this constitution, a notice is taken, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.

## 5.11 Directors Expenses

- 5.11.1 The members of the Board shall be paid expenses as deemed necessary by the Board.
- 5.11.2 The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board and in the presence of the President or of some person to be appointed by the President who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the President. Board from time to time.

#### **5.12 Appeals by members**

Any member of the Association who feels aggrieved by any decision of the Board or a sub-Board may by notice in writing, lodge with the Secretary within one (1) month of the date of the decision being published. The appeal will be addressed under the Association procedures to deal with appeals.