

Companies Act 1961
(Section 16)
A Company Limited by Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

AUSTRALIAN APPALOOSA ASSOCIATION LTD

WHITELEY, O'NEAL & LONGMAN
SOLICITORS
206 LORD'S PLACE
ORANGE NSW 2800

AFS Printing – 3rd Floor, 110 Bathurst Street, Sydney Tel 26 2405

“THE COMPANIES ACT 1961”

**COMPANY LIMITED BY GUARANTEE
AND WITHOUT A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

AUSTRALIAN APPALOOSA ASSOCIATION LTD

1. The name of the Company is AUSTRALIAN APPALOOSA ASSOCIATION LTD. (hereinafter called “the Association”).
2. The objects for which the Association is established are:
 - a. To take over the funds and other assets and liabilities of the present unincorporated Association known as Australian Appaloosa Association.
 - b. To do all things and take all such steps as it may from time to time consider necessary for the research, breeding, protection, advancement promotion or furtherance of the Appaloosa Horse Breeding Industry and/ or the Appaloosa horse breeders engaged in that industry and in particular to promote the development of the Appaloosa breed of horse in Australia.
 - c. To secure to the members all the advantages of unanimity of action and the protection of the interests of Appaloosa horse breeders in all matters affecting the occupation and development of the Appaloosa breed of horse and other matters connected therewith.
 - d. To act in conjunction with and to affiliate with bodies or other Associations whose objects altogether or in part are of a similar nature to those of the Association in any part of Australia or elsewhere and to send delegates to conferences held by such bodies or Associations or to others where subjects of interest to the Association are to be discussed.
 - e. To foster, encourage, promote and control the strain of horse known as Appaloosa throughout Australia as far as may be expedient or practicable.
 - f. To preserve improve and standardise the breeding of the Appaloosa Horse in Australia.
 - g. To record register file and issue Certificates of Registration in respect of Appaloosa Horses in Australia.
 - h. To register foundation stock for the development of the breed of Appaloosa Horse in Australia.
 - i. To acquire records and historical data concerning the origin importation into and development of the strain of Appaloosa Horses in Australia and elsewhere.
 - j. To compile print and publish at intervals a stud book of registered Appaloosa stallions and mares.

- k. To conduct promote and sponsor Horse Shows for the showing and promotion of the Appaloosa Horse.
- l. To promote sponsor and carry on Gymkhanas, Horse Races, Hunting and such other sports games recreations and entertainments for the promotion of the Appaloosa Horse.
- m. To purchase, take on, lease or in exchange or otherwise acquire any lands, buildings, easements rights in common or property real or personal which may be required for the purposes of the Association or conveniently used in connection with any of the objects of the Association and to sell demise mortgage give in exchange or dispose of any lands buildings easements rights or property real or personal the property of the Association or any part thereof.
- n. To develop and turn to account any land acquired by the Association or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and letting of building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- o. The powers set forth in the third schedule to the Companies Acts shall not apply to the Association except in so far as they are included in this Memorandum.
- p. To effect improvement on such property mentioned in sub-Clause (m) and to enter into all necessary contracts with workmen or other persons for the carrying out of such improvements and for the maintaining of same.
- q. To enter into any arrangements with any Government or Authorities Supreme Municipal Local or otherwise that may seem conducive to the Association's objects or any of them and to obtain from any such Government or Authority any rights privileges and concessions which the Association may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions. To co-operate with the Departments of Primary Industries, universities, Commonwealth Scientific research and industrial research organization and any other research, technical and extension organisation interested in horse breeding, in the promotion of improved methods and efficiency of horse breeding by means of technical and scientific knowledge and in other directions that may be deemed necessary from time to time.
- r. To support from time to time any newspaper or newspapers, periodicals, pamphlets or magazines now or hereinafter to be published whose policy would or would be likely to further the objects of the Association and to establish acquire or purchase or from time to time appoint any such newspaper or newspapers, periodicals, pamphlets or magazines as the official paper of the Association and at the pleasure of the Association to withdraw such support, or to sell or to withdraw such nomination or appointment as agreed.
- s. To establish and support or aid in the establishment of Associations Institutions Funds Trusts and Conveniences calculated to benefit the members employees or ex employees of the Association and to grant

pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

- t. To undertake subscribe to or otherwise aid undertakings and Associations for the purposes of opening out or protecting the breed of Appaloosa Horse or to make experiment or investigations in connection with any of the objects of the Association or any class or Department of its business directly or indirectly or to join with any other person or person Company or Companies in doing the above and to contribute to the expenses thereof.
- u. To apply the money of the Association in any way in or towards the establishment maintenance or extension of any Association Company Institution or fund in any way connected with the particular objects of the Association including any Association Institution or Fund for the protection of the interests of masters and owners of Appaloosa horses.
- v. To apply the money of the Association in any way in or towards the establishment maintenance or extension of any Association Company Institution or Fund for the protection of the interest of employees or ex employees against loss by bad debts strikes workmen's combinations fire accident or otherwise or for the benefit of any clerks servants workmen or their families and whether or not in common with other classes of persons and to grant pensions and allowances and to contribute to any fund raised by local or public subscription or to guarantee money for or to subscribe to any charitable or benevolent objects or for any public general or useful objects whatsoever.
- w. To borrow or raise money on any terms and conditions and to secure the repayment thereof by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any monies borrowed raised or owing by Mortgage Charge or Lien upon the whole or part of the Associations assets (whether present or future).
- x. To draw make accept endorse discount execute and issue cheques promissory notes bills of exchange warrants and debentures and other negotiable or transferable instruments.
- y. To remunerate any employee or employees of the Association over and above the obligation in that regard described by law by such means as shall be deemed fit.
- z. To apply for and obtain any provisional order or Act of Parliament or order or decree of any Court for enabling the Association to extend its objects or to carry any of its objects into full effect or for effecting any modification of the Association's constitution or for any other purpose which may seem calculated directly or indirectly to benefit the Association and to oppose any provisional order bill in Parliament proceedings or application which may seem directly or indirectly opposed to or calculated to prejudice the Association's interests.
- aa. To procure Association by such means as may appear expedient to be registered or recognised in any foreign country or place to do all such things as are incidental or conducive (or which in the opinion of the

Council are incidental or conducive) to the attainment of any of the objects in this Memorandum.

- bb. To provide for members of the Association and other persons all articles or services used or necessary in connection with the breeding showing or otherwise of Appaloosa horses.
- cc. To provide for members of the Association and other persons all articles or services on the Association's premises and as an Association to supply all kinds of liquor and tobacco provisions and refreshments required or used by the members of the Association or other persons or their permitted guests.
- dd. To give pensions gratuities, Christmas boxes or charitable aid to any employee who may have served the Association or to the wife widow children or other relative of such employee and to make payments towards insurances and to form and contribute to provident and benefit funds for the benefit of any employees of the Association.
- ee. To remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the debentures or other securities of the Association.
- ff. To raise money by subscriptions and to grant any rights and privileges to subscribers.
- gg. To devote any part of the funds of the Association towards the expenses of any horse shows gymkhanas or other events of all kinds and towards the provision of prizes and trophies.
- hh. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- ii. To establish maintain and carry on a ground and buildings for the accommodation of members of the Association or other persons and their permitted guests and generally to afford to them all the usual privileges advantages conveniences and accommodations of the Association.
- jj. Generally to do all such things as are incidental or conducive to the attainment of the above objects and it is hereby declared that in the interpretation of this clause the meaning of any of the Association's objects shall not be restricted.
- kk. By reference to any other object or by the juxtaposition of two or more objects and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Association.
- ll. To make arrangements as may be advisable or necessary for the insuring of the Association and members thereof against:
 - i. Liability for accidental injury either before during or after any practice or competition on the Association's premises howsoever caused and whether due to negligence of the Association or any officer or employee servant or agent or member thereof or the servant or agent of any member otherwise or whether such liability be to any member or any person not a member.

- ii. Loss incurred by the Association through theft or misappropriation or damage of or to its assets or property by the omission of any person (including its employees servants or agents for any purpose).
- iii. By such insurances whether life or otherwise as may be reasonably procurable to secure repayments of all moneys due or to become due by the unincorporated Association or the Association to whoever may have lent or may lend money to either the said Associations. The provisions of the Third Schedule to the Companies Act 1961 – 1972 shall not apply to the Association and the foregoing objects shall be read and construed without reference to the provisions of that Schedule.
- iv. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of bonds or otherwise howsoever by way of profit to the members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or any members of the Association for any services actually rendered to the Association nor any member of the Association being a trader in supplied of the kind ordinarily required by such an Association receiving payment at market rates for any necessary goods of a kind dealt in by him and supplied to the Association nor prevent the payment of out-of-pocket expenses to any member elected or appointed by the Association as a delegate to attend and represent the Association at any conference to which the Association is authorised by the Memorandum of Association to send delegates; nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let to any member of the Association.
- v. The liability of the members of the Association is limited.
- vi. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he or she is a member or within one year afterwards for the payment of the debts and liabilities of the Association contracted before the time at which he or she ceased to be a member and the costs charges and expenses of winding up of the Association and for the adjustment of the rights and contributions amongst themselves such amounts as may be required not exceeding twenty dollars (\$20.00).
- vii. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some Institution or Institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their

members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

- viii. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of such receipt or expenditure takes place and of the property credits and liabilities of the Association subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Association for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors.
- ix. The full names, addresses and occupants of the subscribers hereto are:

NAMES		ADDRESS	OCCUPATION
CUMMINS Thomas	Warren	7 Connors Street NORTH IPSWICH QLD	Company Director
DALTON Janice	Helen	“Dalgany” Mullion Creek ORANGE NSW	Grazier
BURN David John		Talbok Roads CLUNES VIC	Stud Breeder
HAYES Maxwell Joseph	Chester	Tongala VIC	Agriculture Field Officer
HOBSON Elizabeth		Capricorn Estates Barton Highway YASS NSW	Stud Breeder
HODGES James	Edward	Dry Creek Road PARKVILLE NSW	Grazier
JOICE Philip		Jumping Rock BUNDANOON NSW	Grazier
McBURNIE John		MS 291 GYMPIE QLD	Stud Breeder
RYNNE Mannix Kevin		MS 825 IPSWICH QLD	Stud Breeder
WEARING Margaret	Sally	“Shalimar” BEAUDESERT QLD	Stud Breeder

We, the several persons whose names and addresses are subscribed hereunder are desirous of being formed into a company in pursuance of the Memorandum of Association.

NAMES		ADDRESSES & DESCRIPTION OF SUBSCRIBERS		
CUMMINS Thomas	Warren	7 Connors Street NORTH IPSWICH QLD		Company Director
DALTON Janice	Helen	“Dalgany” Mullion Creek ORANGE NSW		Grazier
BURN David John		Talbok Roads CLUNES VIC		Stud Breeder
HAYES Maxwell Joseph	Chester	Tongala VIC		Agriculture Field Officer
HOBSON Elizabeth		Capricorn Estates Barton Highway YASS NSW		Stud Breeder
HODGES James	Edward	Dry Creek PARKVILLE NSW	Road	Grazier
JOICE Philip		Jumping Rock BUNDANOON NSW		Grazier
McBURNIE John		MS 291 GYMPIE QLD		Stud Breeder
RYNNE Mannix Kevin		MS 825 IPSWICH QLD		Stud Breeder
WEARING Margaret	Sally	“Shalimar” QLD	BEAUDESERT	Stud Breeder

DATED the 16th day of January 1978.

Witness to the signatures of all the abovenamed subscribers.

P J Whiteley ORANGE Solicitor