

New South Wales  
Corporate Affairs Commission

No. of Company  
194605-32  
New South Wales  
Corporate Affairs  
Commission  
Stamp Duty  
\$6

Certificate of Incorporation  
of Public Company

Companies Act, 1961 - Section 16 (3)

This is to certify that  
The Australian Stock Horse Society Limited  
is, on and from the twenty-eighth day of April, 1977, incorporated under the  
Companies Act, 1961, and that the company is a company limited by guarantee.

Given under the seal of the Corporate Affairs Commission at Sydney, this twenty-  
eighth day of April, 1977.

F.J.O. RYAN  
Commissioner,  
Corporate Affairs Commission,  
New South Wales

**The Australian Stock Horse Society Limited  
(ACN 001 440 437)**

**Articles of Association  
Amended for 2008/2009**

1. The head notes hereto shall not affect the construction hereof and in these articles unless there is something in the subject or context inconsistent therewith: -

“Act” means the Companies (NSW) Code 1981 or any Act passed amending or in substitution for the Act and any amendment thereof from time to time.

“Branch” means a local branch formed in accordance with these Articles.

“Society” means the Australian Stock Horse Society Limited.

“Board” means the Board of Directors of the Society.

“Officers” includes the Chairman, Senior Vice-Chairman, Vice-Chairman, Honorary Treasurer, Directors and General Manager.

“Articles” means the Articles of Association as amended from time to time pursuant to the provisions of the Companies (NSW) Code 1981 or any Act passed amending or in substitution for the Act and any amendment thereof from time to time.

“Management Council” means a regional body formed in accordance with these Articles.

“Member” means a person or persons, Company or Corporation, Branch or Management Council admitted as an Affiliated Licensed Member of the Society and whose names are from time to time entered in the Register of Members.

“Person” includes a Company, partnership or trust and the Government of the Commonwealth or any State or Territory or any Government instrumentality

“State” or “Territory” shall mean any State or Territory or any other geographical area, which the Board may from time to time define.

“the Regulations” means the Rules and By-Laws (if any) of the Society made in accordance with the Articles and in force for the time being.

“General Manager” means the General Manager appointed by the Board pursuant to Article 98 hereof and, where the context reasonably permits, shall include an Acting General Manager or Assistant General Manager appointed by the Board.

“Financial Year” means the period from 1st April in any one year to 31st March in the following year.

“Financial Member” means an Honorary Life Member, Life Member, Honorary Member, Full Member, Youth Member, Participant Member, Subscriber Member or Member of any additional class created pursuant to Article 6 who has paid his Membership subscription (if any) and all fines, penalties and other monies that may from time to time be or have become payable by him pursuant to the provisions of the Articles at the relevant date for determination whether such Member is financial or not. A certificate to that effect signed by the General Manager of the Society shall be conclusive proof that a Member is financial.

“in writing” and “written” includes printing, facsimile, lithography and other methods of reproducing or representing words in a visible form.

Where the context reasonably permits, the singular number includes the plural number and vice-versa. Words implying the masculine gender include the feminine and neuter gender, and words implying persons include Corporations, Companies and partnerships.

Unless the context otherwise requires the expressions which are defined in the Act in force on the date of incorporation of the Society shall, except for those expressions defined above, have the same meaning when used in these Regulations.

Reference to the singular includes the plural and vice versa. A reference to a gender means either gender and the neuter.

2. The Regulations set forth in the Third Schedule of the Companies (NSW) Code are excluded and shall not apply to this Company except in so far as they are repeated or contained in these Articles.
3. The number of Members with which the Society proposes to be Registered is 15,000 but the Board may from time to time register an increase or decrease in the number of Members.

## **STRUCTURE AND AIMS**

4. The Society shall act as the governing body for the promotion and administration of the Australian Stock Horse breed in Australia and internationally. For this purpose it has established a three tiered operation and membership structure. This structure operates at the first tier by the creation of a network of local branches; at the second tier by the creation of Management Councils each of which is comprised of delegates appointed by particular branches or in the case of the Australian Stock Horse Ladies Management Council, of delegates from the various branch ladies' committees; with the Society itself constituting the third tier. Each of the Branches and Management Councils are individually incorporated but shall each be Affiliated Licensed Members of the Society and shall operate according to the aims and objectives of and under the overall direction and control of the Society. Members of each Branch and/or Management Council must be members of the Society and the Society shall retain the right to receive membership fees paid by members. The Society shall also retain all

rights in relation to members of both Branches and Management Councils as though they were solely members of the Society.

5. (5.1) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no portion shall be paid or distributed directly or indirectly to officers or members of the Society except as bona fide remuneration for services rendered.

(5.2) No member of the Board of the Society shall be appointed to any salaried office of the Society, or any office paid by fees.

(5.3) Notwithstanding the foregoing, the Society may pay to each member of the Board an annual fee for the discharge of the functions of such office, determined in such manner as the Board sees fit. The Society may also pay an annual fee to the Chairman of the Board, determined in such manner as the Board sees fit.

## **MEMBERSHIP**

6. Membership of the Society shall comprise of Members of all or any of the following classes: -

- (a) Honorary Life Members
- (b) Life Members
- (c) Full Members
- (d) Honorary Members
- (e) Youth Members
- (f) Participant Members
- (g) Affiliated Licensed Members.
- (h) Such other class or classes of Members as may from time to time be determined by the Board.

## **FULL MEMBERS**

7. A Full Member shall be a natural person over the age of eighteen (18) years, a partnership, trust or corporation, admitted to Full Membership by the Board in accordance with these Articles.

## **PARTICIPANT MEMBERS**

8. A Participant Member shall be a natural person of any age admitted to Participant Membership by the Board in accordance with these Articles.

## **SUBSCRIBER MEMBERSHIP**

9. A Subscriber Member shall be any natural person, partnership, trust or corporation admitted to Subscriber Membership by the Board in accordance with these Articles.

## **HONORARY LIFE MEMBERS, LIFE MEMBERS & HONORARY MEMBERS**

10. Any person who in the opinion of the Board has rendered special service to the Society, (which, for the purpose of this Article, shall include the Unincorporated Society) and the Australian Stock Horse breed of horses may by resolution of the Board carried by a majority of three-fifths of the Members of the Board be recommended for admittance as an Honorary Life Member of the Society and, upon such recommendation being confirmed by Ordinary Resolution passed at the following Annual General Meeting of the Society, such person shall be admitted as an Honorary Life Member of the Society.
11. Only a natural person over the age of eighteen (18) years may be admitted as an Honorary Life Member.
12. Every Honorary Life Member shall be entitled to all the privileges and be subject to all the duties and obligations of a Full Member but shall not be liable for any subscription or levy.
13. A Life Member shall be a natural person who has accepted an offer made by the Board to purchase a Life Membership on payment of a fee determined from time to time by the Board. He shall be entitled to all the privileges and be subject to all the duties and obligations of a Full Member but shall not be liable for any subscription or levy.

## **HONORARY MEMBERS**

14. Honorary Membership may be granted by the Board to a person or persons who have given extended professional services at limited or no cost to the Society. Honorary Membership so granted would not be to existing Members and would be granted on an Annual basis by the Board.

## **YOUTH MEMBERS**

15. Any person under the age of eighteen (18) years may apply to become a Youth Member of the Society. A Youth Member shall be entitled to Register two or less horses in the manner prescribed by the Regulations and shall, subject to law, have the right to attend all Meetings and functions of the Society but not the right to vote at any Meeting of the Society. A Youth Member is subject to all the duties and obligations of a Full Member but shall not be liable for any levy or subscriptions other than that determined by the Board to be the annual subscription for Youth Membership of the Society. A Youth Member shall cease to be a Youth Member on the 31 March following his/her attaining the age of eighteen (18) years or upon his/her acceptance as a Full Member of the Society, which ever is earlier.

## **AFFILIATED LICENSED MEMBERS**

16. Any Branch or Management Council operating under a Licence Agreement with the Society may be granted Affiliated Licensed Membership. An Affiliated Licensed Member has the right by its appointed representative to attend all meetings and functions of the Society but not the right to vote at any meeting of the Society. An Affiliated Licensed Member shall otherwise be subject to the duties and obligations set out in these Articles.

## **ADMISSION OF MEMBERS**

17. An applicant for Full, Participant, Subscriber or Youth Membership of the Society shall apply in writing in the manner prescribed by the Board, whether directly or through a Branch or Management Council.
18. The General Manager shall send a list of names and addresses of new Members to the Board for the month in which they are received.
19. The General Manager shall give such Member notice of his admission as well as notice to the Branch if his nomination was lodged through that Branch and upon request supply in accordance with the Act a copy of the Memorandum and Articles of Association and the Regulations of the Society.
20. Every person admitted as a Member of the Society shall pay to the Society the entrance fee (if any) together with the annual subscription for Membership of the Society, other than Affiliated Licensed Members.
21. The entrance fee (if any) and the annual subscription shall be such amount as the Board may decide.
22. Any person admitted as a new Member of the Society, if he is admitted after 30<sup>th</sup> June of any one Membership year, shall only be required to pay to the Society one half of the annual subscription for membership of the Society.
23. A Register of Members shall be kept by the Society, and the names and addresses of every Member shall be recorded in this Register. Such Register shall be kept at the Registered Office of the Society and shall be available to Members for inspection at all reasonable times. Each Member shall notify the Society of any change of address, and every such change shall be recorded in such Register.
24. Where any change shall be made in the name or constitution of a Company, partnership or trust which is a Member, the change shall forthwith be notified in writing by such Member to the Society which shall record such change in the Register of Members.

## **CONDUCT OF MEMBERS**

### **25. DISCIPLINARY ACTION**

25.1 The Board may by resolution exercise disciplinary powers in respect of any Member where the Member has engaged in any conduct which, in the opinion of the Board, is:

- a. unbecoming of a Member;
- b. prejudicial to the interests of the Society; or
- c. in breach of the Memorandum or Articles of Association of the Society or other regulations of the Society.

25.2 For the purposes of this Article, "disciplinary powers" means the power to do any one or more of the following in respect of the Member:

- i. expel him;
- ii. suspend him for any period;
- iii. fine him an amount payable to the Society and in this regard the amount of such fine may include all costs and expenses incurred by the Society in preparing for and hearing or being represented in disciplinary proceedings;
- iv. reprimand him; and
- v. remove any horse of which he is registered as the owner or part owner from the Stud Book permanently or for any period.

25.3 The disciplinary powers of the Board shall be exercised by a Disciplinary Committee comprised as follows:

- a. the Chairman of the Board;
- b. the Senior Vice-Chairman of the Board;
- c. the General Manager of the Society;
- d. the Society's legal adviser; and
- e. an independent person, nominated from time to time by the General Manager of the Society.

25.4 If the Board is satisfied that a member of the Disciplinary Committee is unable from time to time to act on the committee (through illness, misadventure, conflict of interest or otherwise) the Board may appoint a person to act in place of the member for the period of the member's unavailability

25.5 The Disciplinary Committee must not exercise disciplinary powers in respect of the conduct of any Member unless not less than four (4) weeks in advance there has been given to that Member notice of the time and place at which the question of disciplinary action in respect of the conduct of that Member is to be brought before the Disciplinary Committee.

25.6 Any Member to whom notice is required to be sent under this Article is entitled to be heard by the Disciplinary Committee before it exercises disciplinary powers in respect of the conduct of that Member.

25.7 The Society shall be entitled to publish lists in its Journal or other official publication of Members who have been expelled, reprimanded, fined or suspended pursuant to these Articles.

25.8 If the Disciplinary Committee exercises disciplinary powers in respect of a Member such Member may, by notice lodged with the Chief Executive Officer within 7 days after he has been given notice of the Disciplinary Committee's decision, require the question to be reconsidered by the Board. The decision of the Disciplinary Committee does not take effect until after the expiration of 7 days from the date of receipt by the Member of the said notice and if the question is to be reconsidered by the Board, the decision of the Disciplinary Committee will not take effect.

25.9 Where an appeal is brought from a determination of the Disciplinary Committee and where the Board is of the opinion that the Member in requesting that the matter be reconsidered, was vexatious or frivolous, then the Board may award the costs and expenses of the Society incurred in preparation for and the hearing of the appeal proceedings against the Member.

25.10 Where the Member whose conduct is brought before the Disciplinary Committee is a director of the Society, the Disciplinary Committee shall notify the Board not less than 7 days in advance of the time at which the question of disciplinary action is to be brought before the Disciplinary Committee. In addition to any of the disciplinary powers conferred on the Disciplinary Committee under this Article, the Disciplinary Committee may make a recommendation to the Board for the removal of the director from the office of director under Article 52.4

## **FEES, FINES & PENALTIES**

26. If any Member has not paid his Membership subscription (if any) on or before the due date then he shall become an unfinancial Member and shall cease to be entitled to any of the rights and privileges but shall remain liable for all the obligations and responsibilities of Membership until expiration of two (2) months following the due date whereupon if he has not paid his Membership subscription he will cease to be a Member.
27. Every Member shall pay forthwith to the General Manager upon request all fines and penalties and other monies that may from time to time be or become payable by the Member pursuant to the provisions of the Articles.

## **TERMINATION OF MEMBERSHIP**

28. A Member shall cease to be a Member: -
  - 28.1 If he shall resign by notice in writing to the General Manager to that effect.

- 28.2 If he shall die or being a Company shall go into liquidation or shall have its registration cancelled or being a partnership or trust shall dissolve.
- 28.3 If he shall be declared a mentally ill person within the meaning of the Mental Health Act or similar legislation.
- 28.4 If he shall not have paid any amount due under Article 27 within two (2) months of his being called upon by the General Manager to do so and if the Board shall resolve that such person be no longer a Member of the Society.
- 28.5 If he shall not have paid his Membership subscription (if any) in respect of the financial year before the expiration of two (2) months following the due date.
- 28.6 If he be expelled by the Board pursuant to Article 25 hereof, PROVIDED THAT the estate of a deceased Member may be its personal representative(s) and a Company in liquidation may by its Liquidator(s) continue as a Member of the Society if notice in writing of his or their desire to so continue shall be given by the personal representative(s) or the Liquidator(s) as the case may be to the Society PROVIDED FURTHER that a firm shall not cease to be a Member by reason only of any change in the constitution of the firm.
- 28.7 If the expelled Member is also a Member of a Branch or Management Council, the General Manager shall notify that body of the expulsion whereupon the name of that Member shall be removed from the Register of Members of that body.

#### **FORFEITURE OF RIGHTS UPON TERMINATION OF MEMBERSHIP**

29. A Member ceasing to be a Member of the Society shall not be entitled to a return of any money paid by him to the Society by way of Membership subscription or entrance fee.
30. A person who has ceased to be a Member shall: -
- 30.1 Not be entitled to any of the rights and privileges of a Member.
- 30.2 Remain liable for and pay to the Society all monies whatsoever for which at the time of his ceasing to be a Member he is or might become liable.

#### **RE-ADMISSION TO MEMBERSHIP**

31. Any applicant for re-admission to Membership shall pay to the Society in full all monies that may be due to the Society by him including any unpaid subscriptions outstanding at the termination of his Membership provided that

the Board may approve the re-admission of an ex-member at a concessional rate.

## **BOARD**

32. There shall be a Board of ten (10) Directors comprising: -
- 32.1 4 Directors from New South Wales  
2 Directors from South Queensland  
2 Directors from South Australia/Victoria/Tasmania  
1 Director from North Queensland/Northern Territory  
1 Director from Western Australia
- 32.2 For the purpose of this Article, New South Wales shall be deemed to include the Australian Capital Territory.
- 32.3 The Directors shall be resident within the States/Territories or part thereof they seek to represent and shall be elected by the Members within their respective State/Territories or part thereof.
33. Directors declared elected by the Society shall hold office for a term of three (3) years. The term of office of a Director shall commence immediately after the close of the Annual General Meeting of the Society at which the Director was declared elected pursuant to Article 41 and shall end at the close of the third Annual General Meeting of the Society after that at which the Director was elected.
34. 34.1 At the Annual General Meeting held in 2007, those Directors who were elected at the 2005 ballot shall retire.
- 34.2 At the Annual General Meeting held in 2008, those Directors who were elected at the 2006 ballot shall retire.
- 34.3 At the Annual General Meeting held in 2009, three Directors shall retire – being the Director for Western Australia elected at the 2008 ballot, the Director for South Australia/Victoria/Tasmania elected at the 2007 ballot and the Director for North Queensland/Northern Territory, also elected at the 2007 ballot.
- 34.4 Thereafter, Directors shall retire in accordance with Article 33.
35. Any retiring Director shall be eligible for re-election to the Board.
36. The first Chairman, Senior Vice-Chairman, Honorary Treasurer and General Manager of the Society shall be those persons holding such positions in the Unincorporated Society at the time of the incorporation of the Society. The first Directors of the Society shall be the following: -

BRYANT ROWLAND GAVIN  
JAMES EDWARD HOOK

EDGAR HENRY BATTERHAM  
ARTHUR ANDREW McINTYRE

WILLIAM VERNON REED  
KEITH URQUHARD  
THEODORE CHARLES HILL  
REGINALD PATRICK HAMILTON  
ALISTAIR RODERICK IRVING

JAMES ROBERT SPARKES  
STANLEY HAGGERTY  
WILLIAM JOHN STANTON  
JAMES LLOYD DOWLING  
DAVID DUNKLEY WALLACE

The said Office Bearers shall hold Office from the incorporation to the first Annual General Meeting and shall be deemed to have been appointed pursuant to and hold Office subject to the Articles.

### **ELECTION OF BOARD**

37. Subject to the Act, any financial Full Member, Honorary Life Member, Life Member or, Honorary Member being a natural person over the age eighteen (18) years, or any natural person over the age of eighteen (18) years being the nominee of a Company, partnership or trust that is a Full Member may nominate or be nominated as a candidate for election to the Board.
38. No Member of a Company, partnership or trust may hold the Office of Director conjointly with another Member from the same Company, partnership or trust.
39. Nominations for election to the Board shall be by any two financial Full Members, Honorary Life Members, Life Members or Honorary Members being natural persons over the age of eighteen (18) years and shall be in writing in the manner prescribed by the Board and shall be forwarded to the General Manager and received no later than 4.30pm on the last business day of April preceding the election. Nominations shall be accompanied by the written consent of the Member nominated and shall contain such information as may be prescribed by the Board from time to time.
40. If the nominations of candidates from any State or Territory are only as many as the number of positions on the Board allotted to that State or Territory then those candidates shall be deemed elected and shall not be included in the ballot.
41. Before the end of June the General Manager shall issue ballot papers for the election of as many Directors as shall retire at the following Annual General Meeting pursuant to the Articles 32 and 33 and each ballot paper shall set out the surnames (followed by Christian names or initials) in alphabetical order of the Members nominated for election to the Board. The ballot papers and instructions for voting shall be such as is prescribed by the Board. The ballots shall close at 4.00pm on the last business day at least 30 days prior to the Annual General Meeting in each year.
42. The Chairman shall appoint a Returning Officer in writing. The Society's auditors for the time being shall act as scrutineers to superintend the taking of the ballot provided that any candidate may appoint his own scrutineer.
43. The Returning Officer after counting the votes shall certify in writing to the Chairman at the Annual General Meeting the result of the ballot and the

Chairman shall declare elected as many candidates as there are retiring Directors being the candidates elected pursuant to Article 41 and those candidates whose respective totals of ballot votes exceed those of other candidates.

44. If any questions shall arise as to the validity or invalidity of any voting paper or whether any particular Member has or has not been elected to the Board a statement by the Returning Officer that the relative paper is or is not valid, or that a particular Member has not been elected to the Board shall be conclusive.
45. If:-
- (i) There has not been any nominations lodged with the General Manager as aforesaid, or
  - (ii) The number of nominations to be lodged be less than the number of vacancies to be filled, or
  - (iii) Any member nominated has withdrawn his nomination before the relative vacancy has been filled.

The Board shall fill the number of vacancies at a Meeting convened for that purpose pursuant of Article 55.

#### **POWERS OF THE BOARD**

46. Subject to the Memorandum and Articles of Association of the Society, the management of the business and the control of the finances and affairs of the Society shall be vested in the Board which may exercise all such powers and do all such things as may be exercised or done by the Society as are not hereby or by the Act expressly directed or required to be exercised or done by the Society at a General Meeting.
- In particular, and without prejudice to the generality of the foregoing, the Board may at its discretion exercise every borrowing power vested in the Society by its Memorandum and Articles of Association or permitted by law together with the collateral power of mortgaging and charging the assets of the Society.
47. Subject to the last preceding Article the Board may: -
- (a) make such Regulations as it may from time to time think fit for the regulating of the Society's affairs and may from time to time amend the same by addition, deletion or variation;
  - (b) subject to the Articles regulate admissions to all classes of Membership, the conduct of Members and the retirement or expulsion of Members;
  - (c) compile or cause to be compiled and maintained a Stud Book and/or Register of the Society and to publish the same so often as and in such manner and containing such matter as the Board may think fit;

- (d) determine and prescribe fees from time to time payable in respect of entries or recording in the records of the Society and in particular all Registration of horses in the Stud Book and/or Register and the Registration of prefixes, brands and tattoo marks and the Registration and recording of transfers, leases and deaths of horses and the Registration of Stud names;
  - (e) prescribing the conditions upon which horses will be accepted for and the circumstances in which horses will be rejected from Registration in the Stud Book and/or Register;
  - (a) enter into any licence arrangement with any Branch or Management Council in relation to the use of it's business name and logo on terms as it shall deem fit.
  - (b) approve or reject the creation, amalgamation or alteration of the boundaries of any Branch or Management Council;
  - (c) give directions and/or delegate any function to any Branch or Management Council as it shall deem fit;
  - (i) subject to the Articles do any act matter or thing within the objects of the Society calculated to promote the interests of the Society and/or its Members in relation to Australian Stock Horses.
48. Until otherwise determined by the Board the Regulations of the Unincorporated Society in force at the date of the incorporation of the Society shall be and they are insofar as they are not inconsistent with or repugnant to the Articles or the Memorandum of Association of the Society hereby adopted as the Regulations of the Society and shall be deemed duly made by the Board.
49. The General Manager shall within sixty days thereof notify each Branch of any Regulations made and, of any alteration of, or amendment to any Regulation made by the Board, and, shall prior to each Annual General Meeting notify each Member of any such Regulation or alteration or amendment made within the preceding twelve month period.
50. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any one of the Chairman, the Honorary Treasurer and any other person appointed by the Board for that purpose and countersigned by any one of the General Manager and any other person appointed by the Board for that purpose.
51. All acts done by Meeting of the Board or of a Sub-Committee or by any person acting as a Member of the Board, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or of the Sub-Committee or person acting as aforesaid or that the Members of the Board or any of them were disqualified from so acting, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board.

## **VACANCY ON THE BOARD**

52. The Office of a Member of the Board shall be vacated: -
- 52.1 If he resigns his Office by notice in writing to the Society.
  - 52.2 If he ceased to be a Member of the Society or be unfinancial or suspended or excluded for any period from Membership.
  - 52.3 If he be absent from two (2) consecutive Meetings of the Board without applying for leave of absence in writing or by telegram or facsimile.
  - 52.4 If at a Meeting of the Board specially convened for that purpose, at which not less than eight (8) Members of the Board are present, a resolution be passed by a majority of not less than three - fourths of those present and voting declaring the Office of such Director vacated.
  - 52.5 If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
  - 52.6 If, being the nominee of a Company, partnership or trust being a Full Member his nomination is cancelled by notice in writing to the Society.
  - 52.7 If he becomes prohibited from being a Director of a Company by reason of any Order made under the Act.
  - 52.8 If he 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.
  - 52.9 If he is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest in the manner required by the Act.
53. A Member of the Board may resign by posting a notice of his intention to resign to the Registered Office of the Society or lodging such notice at the said Office and the resignation shall have effect upon the expiration of thirty days from the date of posting such notice or the date on which the notice is lodged at the Registered Office of the Society or upon its earlier acceptance by the Board.
54. The Board may act for any purpose notwithstanding the occurrence of any vacancy amongst the Directors.
55. 55.1 If the office of a Member of the Board is vacated by reason of the death of that member or any of the circumstances referred to in Article 52, or is to be filled pursuant to Article 45, the vacancy shall be filled by the Board in the manner prescribed in this Article
- 55.2 The Management Council for the state or territory represented by the vacant office shall nominate one or more eligible candidates and, subject to

the acceptance by such candidate of the nomination, the Board in its discretion shall appoint one candidate to the office.

55.3 The candidate so appointed shall hold office for the unexpired term of the vacated office.

55.4 If a state or territory represented by the vacant office is, for the purpose of Article 32, divided into two or more geographical areas (eg Queensland), the relevant Management Council for the purpose of Article 55.2 is that located in the geographical area represented by the vacant office.

55.5 If more than one state or territory is represented by the vacant office (eg South Australia/Victoria/Tasmania), then each Management Council within the geographical area represented by the vacant office shall be entitled to nominate one or more candidates as required under Article 55.2.

## **PROCEEDINGS OF THE BOARD**

56. The Board shall meet at least twice in each financial year and may meet so often and at such time or times and at such place or places as it may from time to time determine. In default of the Board nominating the time and place of any such Meeting the General Manager shall determine the same and notify the Directors thereof.
57. The General Manager shall convene a Board Meeting if directed by the Chairman or by any three (3) Directors.
58. At all meetings of the Board except those at which a resolution under Article 52.4 is to be put to the Board six (6) Directors shall represent a quorum. In the event of a quorum not being present within half an hour of the time appointed, the Chairman or, in his absence, the Senior Vice-Chairman present at the Meeting, but if no Vice-Chairman be present then a Chairman elected by those Members present shall postpone the Meeting to such date, time and place as may be considered by him to be suitable.
59. The Chairman at any meeting of the Board shall be the Chairman of the Society or if at any Meeting he is not present within ten minutes of the time appointed for holding the Meeting, the Senior Vice-Chairman present at the Meeting, but if he be similarly unavailable, the Meeting shall elect a Chairman from the Members present and the Chairman may perform all the duties and exercise the discretion of the Chairman.
60. At all Meetings of the Board, the Chairman's ruling shall be final in all matters of order and practice.
61. The Board may by resolution from time to time adjourn its Meetings to such place and time as the Board may think fit. Business on the agenda for any Board Meeting which has not been completed or dealt with at such Meeting may be completed or dealt with as the case may be at any such adjourned Meeting.

62. Subject to the Articles, 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. Each Director shall have one vote. In case of an equality of votes the Chairman of the Meeting shall have a casting vote.
63. If at any Meeting of the Board a poll is demanded by any Director it shall be taken in such manner as the Chairman shall direct.
64. No objection shall be made to the validity of any vote except at the Board Meeting at which such vote is tendered and every vote not disallowed at such Meeting shall be valid for all purposes whatsoever.
65. No Director shall be entitled to vote at any Meeting of the Board or of any Committee or Sub-Committee or to be elected an Office Bearer unless he is a financial Member of the Society.
66. A Director shall not vote in respect of any contract or proposed contract with the Society in which he has a pecuniary interest or any matter arising thereout and if he does so vote his vote shall not be counted.
67. 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 the like form each signed by one or more Members of the Board.
68. Any Director shall give to the General Manager at least sixty days notice of any resolution which he intends to submit to a meeting of the Board but this provision shall in no way prejudice the right of any Director to raise any matter at a meeting of the Board without having given such notice.
69. Minutes of the proceedings of the Board shall be recorded by the General Manager in a Minute Book kept for the purpose. The Minutes shall be verified and signed by the Chairman of the Meeting to which they relate or be verified at the next succeeding Board Meeting and signed by the Chairman of that Meeting. When signed the Minutes shall be prima facie evidence of the facts stated therein.
70. Where prior to a Meeting of the Board notice of a motion or resolution intended to be moved at such Meeting has been forwarded to Members of the Board, if any such Member shall for any reason be unable to attend such Meeting he may cast his vote thereon by forwarding to the General Manager prior to the Meeting a paper duly signed by such Board Member setting out the terms of the resolution and stating that such Board Member votes for or against such resolution and such vote shall be as effective as if the Board Member had voted in person on such resolution provided further that the fact that such Board Member has voted in writing shall be recorded in the Minutes of the Meeting and such written notes shall be retained by the General Manager with the Society's records, until the conclusion of the next Meeting of the Board which such Member attends in person.

71. The continuing Members of the Board may act notwithstanding any vacancy on the Board but if and so long as their number is reduced below the number fixed by or pursuant to these Regulations as the necessary quorum of the Board, the continuing Member or Members may act for the purpose of increasing the number of Members of the Board to that number or of summoning a General Meeting of the Society but for no other purpose.

### **SUB-COMMITTEES**

72. The Board may delegate any of its powers to a Sub-Committee consisting of such Member or Members of the Board as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The Chairman shall be an ex officio Member of each Sub-Committee.
73. Chairman of each Sub-Committee shall be nominated by the Board. If at any Meeting of a Sub-Committee the Chairman is not present within ten minutes after the time appointed for holding the Meeting, the Members present may choose one of their number to be Chairman of the Meeting.
74. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting shall be determined by a majority of votes of the Members present. In case of an equality of votes the Chairman of the Meeting shall not have a casting vote and the motion shall be lost or the status quo maintained.

### **CHAIRMAN, SENIOR VICE-CHAIRMAN, VICE-CHAIRMAN & HONORARY TREASURER**

75. A Chairman, Senior Vice-Chairman, Vice-Chairman and Honorary Treasurer shall be elected annually by the Board, from amongst the Directors present at the first Meeting of the Board after the Annual General Meeting of the Society. The Chairman, Senior Vice-Chairman, Vice-Chairman and Honorary Treasurer shall hold Office until the close of the Annual General Meeting next succeeding the date of their election.
76. Subject to the Articles the functions of the Honorary Treasurer may be prescribed by the Board.
77. The Office of the Chairman may not be occupied by the same person for more than three years in succession except in extenuating circumstances where the term may be extended for a further one year.

### **GENERAL MEETINGS**

78. The Annual General Meeting of the Society shall be held each calendar year within the period of five calendar months commencing at the end of the

financial year at such time and place as the Chairman of the Board shall direct.

79. The Board may convene an Extraordinary General Meeting of the members of the Society if, when and where it shall think it desirable to do so or if so directed by the Chairman or by a direction in writing to the General Manager signed by at least **one hundred** Honorary Life and/or Honorary and/or Life and/or Full Financial Members entitled to vote at a General Meeting. The direction shall specify the business to be brought before the Meeting and discussion at such Meeting will be strictly confined to the Business specified.
80. If on receipt of a direction as set out in Article 79, an Extraordinary General Meeting is not called by the General Manager within fourteen (14) days of him receiving such direction, those directing the calling of the Meeting or a majority of them may themselves convene the Meeting in accordance with Article 79.
81. 81.1 Subject to provisions of the Act any General Meeting whether Extraordinary or General shall be convened by not less than twenty one days notice in writing which specifies the place, date and time of Meeting and in case of special business, the general nature of that business.
- 81.2 All business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at the Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets and the Reports of the Board and Auditors, the election of Members of the Board in place of those retiring and the appointment of the Auditors.
- 81.3 Notice of a General Meeting shall be given to every financial Member.
- 81.4 A Notice shall be deemed to have been given to a Member if it is:
- (i) delivered to such Member personally; or
  - (ii) addressed to such Member at his address which appears on the Society's Register and is either delivered to that address or posted by pre-paid post to such Member. Any notice so posted shall be deemed to have been given to the addressee at the expiration of ten days from the time of posting exclusive of the day on which the notice is posted.
  - (iii) Notice shall be deemed to be posted if it is inserted in and posted with or is incorporated within the text of the magazine, "The Australian Stock Horse Journal".
  - (iv) No other person shall be entitled to receive notices of General Meetings.
82. No Member shall be entitled to vote at any General Meeting unless he is a financial Member.

83. The Chairman at any General Meeting of the Society shall be the Chairman or if he is not present within ten minutes of the time appointed for holding the Meeting, the Senior Vice-Chairman who is present or if he is similarly unavailable then the Vice-Chairman or if he is similarly unavailable then a Director present and elected at the Meeting.
84. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
- a) by the Chairman; or
  - b) by at least three Members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number, or, proportion of the votes, recorded in favour of, or, against the resolution. The demand for a poll may be withdrawn.

85. If a poll is duly demanded it shall be taken at once or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the Meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
86. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the 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.
87. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
88. Subject to the Act, the Board may consult the Members at any time by ballot in lieu of a General Meeting. Any such ballot shall be taken in such manner and in accordance with such conditions as the Board may describe.

#### **QUORUM OF GENERAL MEETINGS**

89. The quorum of an Extraordinary General Meeting and an Annual General Meeting of the Society shall be forty persons present in person and entitled to vote. If a quorum is not present within thirty minutes after the time set down for holding the Meeting, the Meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to a day and hour and at a place fixed by the majority of the Members present and at such adjourned Meeting the members present shall form a quorum.
90. The Chairman of any Extraordinary General Meeting or Annual General Meeting may with the consent of any Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time

and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting. No poll shall be demanded on any question of adjournment.

## **PROXIES**

91. Financial Members may by proxy attend and vote at General Meetings of the Society.
92. The instrument appointing a proxy shall be in writing in such form as is prescribed by the Board. The instrument shall be under the hand of the appointer or of his Attorney duly authorised in writing or if the appointer 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.
93. A Form of Proxy shall accompany each notice sent to Members convening a General Meeting of Members.
94. The instrument appointing a proxy and the Power of Attorney of other authority if any under which it is signed or a notorially certified copy of that Power or authority shall be deposited at the Registered Office of the Society or at such other place as is specified for that purpose in the notice convening the Meeting not less than twenty four hours prior to the opening of the Meeting at which it is intended to be used and in default the instrument of proxy shall not be treated as valid.
95. A vote given in accordance with the terms of an instrument of proxy or Attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the instrument is used.
96. A proxy may be given in respect of one or more specified Meetings or may be given to apply to all Meetings held within a specified period.
97. No person shall be eligible for appointment as proxy to attend a General Meeting unless such person is an Honorary Life Member, Life Member, Honorary Member or Full Member of the Society entitled to vote.

## **GENERAL MANAGER**

98. There shall be an General Manager of the Society who shall be appointed by the Board for such terms and at such salary and upon such conditions as the Board may from time to time think fit. The Board shall have the power at any time to revoke any such appointment and to make a fresh appointment. The General Manager shall be the Company Secretary for the purpose of the Act and Regulations.
99. The General Manager shall perform such functions as he may from time to time be directed by the Board to perform.

## **ACCOUNTS AND AUDITS**

100. The accounting records shall be kept in accordance with the Act and shall at all reasonable times be open to inspection by the Members of the Board without charge.
101. The Board shall cause proper accounting and other records to be kept and shall send to every Member with the notice convening the Annual General Meeting of the Society a copy of every Revenue, Statement and Balance Sheet (including every document required by law to be attached thereto), accompanied by a copy of the Auditor's Report thereon as required by the Act, provided however that the Board shall cause to be made out and laid before each Annual General Meeting a Balance Sheet and Profit and Loss Account made up to the end of the preceding financial year.
102. The Board shall from time to time determine at what times and places and under what conditions and Regulations the accounting and other records of the Society shall be open to inspection by Members other than Members of the Board.

## **REGISTERED OFFICE**

103. The Registered Office of the Company shall be 48 Guernsey Street, Scone in the State of New South Wales, or at any such other place in the said State as the Company may determine.

## **SEAL**

104. The Board shall provide for the safe custody of the Seal of the Society which shall only be used by the authority of the Board or a Sub-Committee of the Board authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose and a record shall be kept of details of the affixation in an approved Register.

## STUD BOOK

### 105. STUD BOOK

105.1 The Board shall keep or cause to be kept, the Stud Book of the Society in which the registration records of all horses registered as Australian Stock Horses are kept. The Board may make Regulations governing the keeping of the Stud Book and the contents thereof, the registration of horses and the eligibility criteria for registration, registration fees and procedures, but such Regulations must not be inconsistent with these Articles of Association and in particular, the categories of registration and the eligibility criteria for such categories as set out in this Article.

105.2 Horses registered after 1<sup>st</sup> January 2009 shall be registered in any one of the following categories of registration:

- (a) Stud Book;
- (b) Other Categories (comprising First Cross, Second Cross and any further sub-category that may be created by the Board);
- (c) Breeding Purposes Only; and
- (d) Exceptional Horses

105.3 A horse accepted for registration in the Stud Book category shall have either two registered Stud Book Australian Stock Horses as parents, or one registered Stud Book Australian Stock Horse and one registered Second Cross Australian Stock Horse as parents.

105.4 A horse accepted for registration in any sub-category of Other Categories shall have Australian Stock Horses as ancestors, to the extent determined by the Board.

105.5 A horse accepted for registration in the Breeding Purposes Only category shall be a Stock Horse inspected Stud Book Thoroughbred. These horses will be categorised as B2.

105.6 A horse accepted for registration in the Exceptional Horses category shall have been invited by the Board to do so because in the opinion of the Board, the horse has superior Australian Stock Horse attributes (such as type, conformation and temperament) and shall have achieved a superior performance record. The Board may restrict the privileges attached to registration in this category.

106. The Board may, whenever it considers it appropriate to do so, publish (by any means including electronically) the Stud Book.

## **INDEMNITY**

108. Every Member of the Board, Auditor, General Manager and other Officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of his Office which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any Application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

## **WINDING UP**

109. The provisions of Clause 4 of the Memorandum of Association relating to winding up or dissolution of the Society shall have effect and be observed as if the whole were repeated in the Articles.

## **BRANCHES**

110.1 The Board shall subject to Article 110.2, have the power to determine any application by any branch existing at 1 May 2000 or by any group of not less than ten persons for the creation and incorporation of any new Branch or for the amalgamation of one or more existing Branches of the Society or for the alteration of the boundaries of any Branch or Management Council.

110.2 If any application is made for the creation and incorporation of any Branch or where it is proposed that one or more existing Branches amalgamate or that any boundary be altered, the Board shall: -

- (a) give notice to all existing Branches and Management Councils which may be affected;
- (b) allow a period which it shall deem to be sufficient for those so notified to each put forward a submission in writing as to whether or not the new Branch should be created or existing Branches amalgamated and if so where the relevant boundaries should be located; and
- (c) provide any written submission received in accordance with (b) above to the applicants in sufficient time for a response to be prepared and received from them.

110.3 In considering whether any new Branch should be created or any existing Branches be amalgamated and as to the appropriate boundaries, the Board shall take into account: -

- (a) all submissions received in accordance with Article 110.2;
- (b) the interests of the Members; and

(c) the aims and objectives of the Society as a whole.

111. The duties and responsibilities of a Branch of the Society are: -
- 111.1 To operate at all times in accordance with its objects, rules and/or Articles of Association and so far as is relevant with the Articles of Association of the Society.
  - 111.2 To properly carry out such functions as may from time to time be delegated to it by the Board or Management Council.
  - 111.3 Promote the interests of the Society within the area served by the Branch in such ways as from time to time are directed by the Board or Management Council (as the case may be) or as the Branch Committee shall consider appropriate.
  - 111.4 To comply with all relevant statutes, and legal requirements and obligations including as to the keeping of accounts and the filing of returns.
  - 111.5 To encourage the creation of a committee to represent the interests of the Australian Stock Horse Ladies Management Council at Branch level and to facilitate any activities which that committee wishes to undertake in furtherance of its objects.
112. Members of all Branches as well as the Branch itself must also be Members of the Society and the Branch shall remove from its Register of Members any Member expelled from the Society by Resolution in accordance with the provisions of these Articles.
113. The Board shall have the right to have a nominated representative attend and/or to receive upon request the minutes of meetings of the Branch and to have access at any time without notice to the books and records of the Branch.
- 114.1 If the Board at any time considers or becomes aware that the activities and/or operations of any Branch are being conducted in a manner which is contrary to the aims and objectives of the Society as a whole or in breach of its own rules, the Board shall, subject to the following, have the power to: -
- (a) terminate any Licence Agreement in force relating to the use by the Branch of the Society's name and logo;
  - (b) give notice that it is no longer an approved Branch of the Society and no longer entitled to use the Australian Stock Horse Society name or logos; and otherwise to
  - (c) exercise any right it has against the Branch in relation to its use of the name and logo.
- 114.2 If the Board proposes to exercise the powers set out in Article 114.1, it shall: -

- (a) give notice to the Branch and to the relevant Management Council of the substance of the activities and/or conduct complained of and of the wording of any proposed resolution;
- (b) allow a period as it shall deem sufficient for the Branch and Management Council to put forward a submission as to: -
  - i. whether the activities and/or conduct were taking place;
  - ii. any explanation for the conduct;
  - iii. any facts, matters or circumstances relevant to the Board's consideration as to whether to exercise the powers given to it; and
  - iv. any specific matters, which the Board requires to be addressed.
- (c) take any submissions received into account.

## **MANAGEMENT COUNCILS**

- 115. The Board shall have the power to approve the creation of a Management Council or Councils to properly represent the interests of Branches within their designated geographical area. The Board shall also have the power to approve the creation of a Management Council to properly represent the interests of the body or bodies operating as at 1 May 2000 as The Australian Stock Horse Ladies Association.
- 116. A Management Council shall have the following duties and responsibilities: -
  - 116.1 To operate at all time in accordance with its objects, rules and/or Articles of Association and so far as is relevant with the objects, rules, regulations and Articles of Association of the Society.
  - 116.2 To implement the Society's aim within the State or Territory.
  - 116.3 To make recommendations to the Board of specific matters on behalf of Branches within their designated geographical area and to liaise between the Board and Branches.
  - 116.4 To properly carry out any such other responsibility that may from time to time be directed by the Board.
  - 116.5 To comply with all relevant statutes and legal requirements and obligations including in relation to the keeping of accounts and the filing of returns.
- 117.1 The Board shall subject to Article 117.2 have power to approve the creation of a Management Council, disband or amalgamate Management Councils or designate or alter the boundaries of a Management Council if it is considered to be in the interests of the Society and the Members as a whole.

- 117.2 If an application is received or it is otherwise proposed to create a new Management Council, or disband or amalgamate existing Management Councils, the Board shall:
- (a) give notice to all Management Councils and Branches which may be affected including as to the interests of the Society said to be benefited by the creation, disbanding or amalgamation;
  - (b) allow a period which it shall deem to be sufficient for those so notified to put forward a submission in writing as to whether or not the power should be exercised by the Board, and if so as to the proposed location of any new boundaries;
  - (c) take into account all submissions put forward in accordance with sub paragraph (b) above.
- 118 Members of all Management Councils as well as the Branch itself must also be Members of the Society and the Management Council shall remove from its Register of Members any Member expelled from the Society by Resolution in accordance with the provisions of these Articles.
- 119 The Board shall have the right to have a nominated representative attend and/or to receive upon request the minutes of meetings of the Management Council and to have access at any time without notice to the books and records of the Management Council.

## **GENERAL**

120. At all Meetings the Chairman's ruling shall be final in all matters of order procedure and practice.
121. The Board shall open and maintain a banking account in the name of the Society and such account shall be operated upon by such person or persons and in such manner as the Board shall from time to time determine.
122. All monies received by the Society or by any Officer on its behalf shall be forthwith paid without deduction to the credit of the Society's banking account.
123. The Board may elect any person (who consents to so act) to be Patron of the Society. A Patron shall be entitled to attend all Meetings of the Society to take part in discussions on any subject brought before the Meeting but shall not be entitled to vote thereat.