

**The Association of Thoroughbred Breeders  
of Western Australia Inc.**

**CONSTITUTION**

Ref: MH

# **ASSOCIATIONS INCORPORATION ACT, 2015**

## **THE ASSOCIATION OF THOROUGHBRED BREEDERS OF WESTERN AUSTRALIA INC.**

### **CONSTITUTION**

#### **1. NAME**

The Association shall be known as the "The Association of Thoroughbred Breeders of Western Australia Inc."

#### **2. INTERPRETATION**

In these Rules . unless the contrary intention appears:

"the Act" means the Association Incorporation Act, 1895 - 1982;

"the Association" means West Australian Thoroughbred Breeders' Association Inc.;

"the Committee" means the Committee of Management of the Association;

"the Board of the Federal Body" under the name of Thoroughbred Breeders Australia Ltd. means the Board of Directors of that company;

"Declaration" means the declaration required to be lodged with the Secretary of the Association by an applicant for membership, or a member (as the case may be) in the form approved by the Committee and annexed to this Constitution, declaring details of mares and stallions in which the applicant for membership or member (as the case may be) had an interest, as set forth in and identical to the information contained in the last return lodged by the applicant for membership or member, with the Keeper of the Australian Stud Book;

"the Federal Body" means the incorporated body known as Thoroughbred Breeders Australia Ltd. in the state of New South Wales;

"Mare" means a mare entered in or accepted for entry in the Australian Stud Book which is being or intended to be used for stud purposes with a stallion;

"member" means a member of the Association;

"Membership Year" means the twelve (12) months period commencing on the 1<sup>st</sup> day of July each year, or such other period as determined by the Committee from time to time;

"Ordinary Member of the Committee" means a member of the Committee who is not an office bearer of the Association;

"Ordinary Resolution" means a resolution passed by a majority of not less than one-half of such members being entitled under the rules so to do, vote in person, or where proxies are allowed by proxy or by attorney or by duly authorised representative at a general meeting of which notice specifying the intention to propose the resolution was given, but where a poll is demanded, means a resolution in respect of which a majority of votes are cast in its favour;

"the Public Officer" means the person who is for the time being the public officer of the Association under the Act;

"the Regulations" means the regulations under the Act;

"Special Resolution" means a resolution passed by a majority of not less than three-fourths of such members being entitled under the rules so to do, vote in person, or where proxies are allowed by proxy, or by attorney or by duly authorised representative at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given, but where a poll is demanded, means a resolution in respect of which not less than three-fourths of the votes are cast in its favour;

"stallion" means a stallion entered in the Australian Stud Book which is being or is intended to be used for stud purposes with a mare;

"the Unincorporated Association" means the unincorporated body known as the "Blood-horse Breeders' Association of Australia (Western Australia Division)", which body existed prior to the incorporation of the association;

A reference to the Secretary of the Association is a reference:-

- (a) where a person holds office under these Rules as Executive Officer/Secretary of the Association, to that person; and
- (b) in any other Case, to the public office of the Association;

Person includes individuals, partnerships, syndicates and corporations and a reference to masculine, feminine or neuter gender shall be deemed to import all or any genders as the context requires;

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act 1918 - 1986 and the Act as in force from time to time.

### **3. OBJECTS**

The objects of the Association shall be:

- (a) to promote and advance the interests of the Thoroughbred and its breeders in Western Australia;
- (b) to foster friendly relations and co-operation among breeders of the Thoroughbred;
- (c) to secure unity of action among breeders and thereby protect their interests in any lawful manner in all matters relating to the Thoroughbred breeding industry;
- (d) to regulate the days of selling, order of sale and procedure in connection with the annual yearling and other sales of the Thoroughbred in Western Australia;
- (e) to provide advice to members in matters relating to breeding, including facilitating exchange among members of breeding information;
- (f) to act in conjunction with, become a member of and appoint representatives to any association of breeders or body having similar interests either in Australia or abroad;
- (g) to promote, advance, encourage, co-ordinate and liaise on the activities of the Thoroughbred breeding industry of Australia;
- (h) to collect and circulate information relating to the Thoroughbred breeding industry and to issue such publications as may be deemed necessary or desirable;
- (i) to establish and develop contact with Government statutory bodies and other associations and organisations for the purpose of promoting the Thoroughbred breeding industry.

### **4. POWERS**

The Association shall have the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

## **5. NON-PROFIT**

The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to an member of the association, except in good faith in the promotion of those objects or purposes.

## **6. MEMBERSHIP OF FEDERAL BODY**

The Association shall subscribe for membership of the Federal Body and shall not resign its membership unless the members of the Association in general meeting pass a special resolution approving the resignation of membership.

## **7. MEMBERSHIP**

7.1 Any person shall be eligible for membership of the Association.

7.2 The Committee shall have power to appoint any member of the Association a Life Member in recognition of services to the Association, the Thoroughbred or its breeders, or for any other reason the Committee in the exercise of its discretion thinks fits and proper.

7.3 A nomination of a person for membership of the Association shall be made in writing in the form approved from time to time by the Committee and shall be lodged together with a duly completed Declaration and subscription fee with the Secretary.

7.4 As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee.

7.5 Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination. In no case shall the Committee be required to give any reason for the rejection of a nomination.

7.6 If the nomination is not approved by the Committee the Secretary shall notify the nominee in writing and return the full amount of the subscription fee paid by the applicant.

7.7 Upon payment of the amounts referred to in Clause 8 the Secretary shall enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association.

7.8 An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.

7.9 A right, privilege, or obligation of a person by reason of his membership of the Association:-

7.8.1 is not capable of being transferred or transmitted to another person;

7.8.2 terminates upon the cessation of his membership whether by death or resignation or otherwise.

## **8. ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

8.1 A Life Member shall not be required to pay annual subscriptions to the Association.

8.2 Subject to Clause, 8.2 the annual subscription payable by members of the Association shall be determined by the Committee rather than a General Meeting and such annual subscription is due and payable at the commencement of the Membership Year.

8.3 A member shall on, or prior to payment of the annual subscription due under Clause 8.3 lodge with the Secretary of the Association a duly completed Declaration and if a member fails to lodge a Declaration in accordance with the foregoing he shall not be entitled to lodge a Declaration until the next annual subscription is due and payable-.

8.4 No member shall be eligible to exercise the rights and privileges of membership while his subscription for the then current year shall remain unpaid.

## **9. REGISTER OF MEMBERS**

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

## **10. CESSATION OF MEMBERSHIP**

10.1 If the annual subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default is sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all rights and privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

10.2 A member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys owing by him to the Association.

10.3 If any member shall willfully refuse or neglect to comply with the Rules of the Association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Association the Committee shall have power by resolution to censure fine suspend or expel the member from the Association PROVIDED THAT at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may be given notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Association in general meeting and in that event a special general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of at least two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

## **11. ANNUAL GENERAL MEETING**

11.1 The Committee shall convene an annual general meeting of its members in each calendar year, within 3 months of the end of its' financial year.

11.2 The annual general meeting shall be specified as such in the notice convening it.

11.3 The ordinary business of the annual general meeting shall be to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting and to receive the Annual Balance Sheet and accompanying accounts and reports of the Committee and the Auditor and the adoption of the same or otherwise. The said Balance Sheet shall be prepared

by an Auditor appointed by the members at the annual general meeting and both the Balance Sheet and the other accounts shall cover the year ending on the 30<sup>th</sup> June immediately preceding the meeting.

11.4 The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

11.5 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **12. SPECIAL GENERAL MEETING**

12.1 All general meetings other than the annual general meeting shall be called special general meetings.

12.2 Special general meetings shall be convened by the Secretary when requested by the President or by any three (3) members of the Committee or on the receipt by the Secretary of a requisition signed by the lesser of seven (7) members or at least 10% of the members of the Association requisitioning the Secretary to call such meeting.

12.3 Where, but for this sub-clause, more than fifteen (15) months would lapse between annual general meetings, the Committee shall convene a special general meeting before the expiration of that period.

12.4 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

12.5 If the Committee does not call a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.

12.6 A special general meeting convened by members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.



### **13. NOTICE OF MEETING**

13.1 The Secretary of the Association shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address or email address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. Where a notice is sent by post or email, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or sending an email containing the notice, and to have been effected in the case of a notice of meeting on the third day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

13.2 No business other than that set out in the notice convening the -Meeting shall be transacted at the meeting.

13.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **14. PROCEEDINGS AT GENERAL MEETINGS**

14.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five (5) members present in person or by proxy or by Attorney or by duly authorised representative shall be a quorum.

14.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present being not less than three (3) shall be a quorum.

14.3 The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

14.4 The Chairman 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 the business to be transacted at an adjourned meeting.

14.5 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

14.5.1 by the Chairman; or

14.5.2 by at least three members present in person or by proxy or by attorney or by duly authorised representative.

14.6 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 Association 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.

14.7 If a poll is duly demanded it shall be taken in such manner (including without limiting the foregoing, by ballot) and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting election of a chairman or on a question of adjournment shall be taken forthwith.

14.8 If pursuant to Clause 14.7 a postal ballot is conducted the Committee shall cause to be sent to all members within a period of twenty eight (28) days after the conclusion of the meeting in respect of which the postal ballot is conducted, details either on the ballot paper hereinafter referred to or separately, of the motion or motions the subject of the postal ballot and the ballot paper shall be in such form as the Committee may determine.

14.9 The Committee shall cause to be sent to all members with the ballot paper, a statement which shall state the date and time prior to which completed ballot papers must be received by the Secretary in order to be counted which in no case shall be less than twenty (20) days from the date on which ballot papers are sent to members.

14.10 The accidental omission to send a ballot paper in relation to a postal ballot to any member or the failure of any member to receive any such ballot paper shall not invalidate the result of the postal ballot.

14.11 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.

14.12 A member may vote in person or by proxy or by attorney or by duly authorised representative and on a show of hands every person present

who is a member or a proxy or an attorney or a representative of a member shall have one vote.

14.13 Where a poll is demanded, every member voting shall have one vote and in addition shall be entitled to the number of votes calculated in accordance with the number of Mares and Stallions wholly owned or leased by him and specified in the Declaration lodged by the member with the Association on the following basis:-

14.13.1 Subject to sub-clause 14.13.2 hereof in respect of Mares wholly owned or leased by him one vote for each Mare up to a maximum of fifty votes and in respect of Stallions wholly owned or leased by him ten votes for each Stallion up to a maximum of twenty votes;

14.13.2 Subject to sub-clause 14.13.3 hereof if a Mare or Stallion is leased either the owner or the lessee of the Mare or Stallion shall be entitled to exercise the voting entitlements in respect thereof but not both;

14.13.3 If a Mare or Stallion is leased, unless the owner gives notice to the Secretary that it nominates the lessee to exercise the voting entitlement the owner shall declare details of the Mare or Stallion in the Declaration and shall be entitled to the voting entitlements in respect thereof provided that if the owner is not a member of the Association, the lessee shall be entitled to declare details of the Mare or Stallion in the Declaration and if there is more than one lessee, the provisions of sub-clause 14.13.4 shall apply.

14.13.4 Where a partnership or syndicate is a member, the voting rights of that member shall be exercised by the duly appointed nominee of the partnership or syndicate or if there is no nominee appointed then by the partnership or syndicate manager for the time being and if there is not a partnership or syndicate manager by the first person named in respect of the Mare or Stallion in the Australian Stud Book to the exclusion of all other persons who are members of the partnership or syndicate (as the case may be).

14.13.5 Notwithstanding the foregoing provisions of this clause, a member of the Association who is a member of a partnership or syndicate which is not a member of the Association, shall not be entitled to exercise any voting rights in respect of Mares or Stallions owned or leased by the partnership or syndicate (as the Case may be).

14.13.6 Nothing in this Constitution shall be construed as permitting more than one (1) vote in respect of each Mare or more than ten (10) votes in respect of each Stallion.

14.14 A member shall only be entitled to lodge one (1) Declaration each Membership Year notwithstanding that information contained in the Declaration may alter during the Membership Year.

14.15 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or

by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

14.16 No member shall be entitled to vote at any general meeting if the annual subscription of the member is in arrears at the date of the meeting.

14.17 The instrument appointing a proxy shall be in writing 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. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

The instrument appointing a proxy may be in the following form or in a common or usual form.

THE ASSOCIATION OF THOROUGHBRED BREEDERS OF WA INC.

I.....of.....  
..... being a member of the Association hereby  
appoint.....of.....  
..... or failing  
him.....of.....  
as my proxy to vote for me on my behalf at the annual or special, (as the case may be) general meeting of the Association, to be held on  
the..... day of .....and at any  
adjournment thereof. My proxy is hereby authorised to vote in favour  
of/against the following resolutions:  
Signed this.....day of.....  
.....

14.18 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Association, or at such other place within the State as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default thereof the instrument of proxy shall not be treated as valid.

14.19 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 Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used. -

## **15. THE COMMITTEE OF MANAGEMENT**

15.1 The number of Committee Members shall be not less than five (5) or more than nine (9), who shall be elected as herein provided.

15.2 In each Membership Year the members of the Committee shall elect from their number a President, Vice President and Honourary Treasurer ("the office bearers").

15.3 Nominations of candidates for election as Committee Members shall be in writing and shall be signed by two (2) or more members as nominators and shall be countersigned by the candidate signifying his candidature and shall be lodged with the -Secretary on or prior to the date of the holding of the Annual General Meeting.

15.4 A member of the Committee shall not retain office for a period in excess of three (3) years without submitting himself for re-election.

15.5 If the number of candidates does not exceed the number required to fill the vacancies on the Committee, such candidates shall be elected without a postal ballot being held.

15.6 If the number of candidates does not exceed the number required to fill the vacancies on the Committee any such vacancy thereby occurring shall be deemed to be a casual vacancy and may be filled by the Committee pursuant to the power vested in it under Clause 15.18.

15.7 If the number of candidates nominated exceeds the respective number of vacancies to be filled then a postal ballot shall be held which shall be conducted in the manner hereinafter provided and otherwise in such manner as the Committee from time to time determines.

15.8 If a postal ballot shall be required pursuant to Clause 15.7 the Committee shall cause to be sent to all members within a period of seven (7) days after the date of the Annual General Meeting a ballot paper which shall be in such form as the Committee from time to time determines.

15.9 The order in which the names of the candidates for election appear on the ballot paper shall be determined by lot.

15.10 The Committee shall cause to be sent to all members with the ballot paper, a statement which shall state the date and time prior to which completed ballot papers must be received by the Secretary which in no case shall be less than ten (10) days from the date on which ballot papers are sent to members.

15.11 For the purposes of election of members of the Committee, each member shall be entitled to voting rights as if a poll was demanded and accordingly the voting entitlements set out in Clause 14.13 shall apply.

15.12 On the ballot paper, members shall indicate the candidates for whom they vote by placing a tick, or other identifying mark against the name of the candidate for whom they vote and if a tick or other identifying mark is placed against the names of two or more candidates that shall indicate that the member voting considers the candidates of equal merit.

15.13 The three candidates for election to membership of the Committee, or where the number of vacancies to be filled exceeds three such other number, who receive the highest amount of votes cast shall be elected.

15.14 The accidental omission to send a ballot paper to any member or the failure of any member to receive such ballot paper shall not invalidate the result of the postal ballot.

15.15 The Chairman shall at the Annual General Meeting or after the result of the postal ballot is known give notice to the members of the names of those candidates who have been elected as Committee members.

15.16 The Chairman shall, if requested to do so by a candidate for election as a Committee member, furnish to that candidate, in writing such information as that candidate may reasonably require concerning the calculation of the votes cast at the postal ballot held to fill the vacancies for which that candidate was nominated for election.

15.17 The Association may from time by ordinary resolution passed at a general meeting increase or reduce the number of members of the Committee.

15.18 The Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Committee but so that the total number of members of the Committee shall not at any time exceed the number fixed in accordance with these rules. Any office bearer or other member of the committee so appointed shall hold office only until the conclusion of the annual general meeting next following the 'date of his appointment.

15.19 The Association may by ordinary resolution remove any member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead and the person so appointed shall hold office only until the conclusion of the annual general meeting next following the date of his appointment.

15.20 The office of a member of the Committee shall become vacant if the member of the Committee

15.20.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;

15.20.2 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;

15.20.3 resigns his office by notice in writing to the Association;

15.20.4 for more than four (4) months is absent without permission of the Committee from meetings of the Committee held during that period;

15.20.5 ceases to be a member of the Association.

15.21 The term of office of a member of the committee begins when the member (a) is elected at an annual general meeting; or (b) is appointed to fill a casual vacancy under clause 15.18.

15.22 Subject to clause 15.2, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting. A committee member may be re-elected.

## **16. POWERS AND DUTIES OF THE COMMITTEE**

16.1 The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Rules, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these regulations, being not inconsistent with the aforesaid Rules or provisions, as may be prescribed by the Association in general meeting; PROVIDED THAT any rule regulation or by-law of the Association made by the Committee may be disallowed by the Association in general meeting and provided further that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

16.2 The Committee 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.

16.3 The Committee shall annually appoint two of its members to the Board of the Federal Body for such period and on such other terms as the Committee decides.

16.4 The Committee shall cause minutes to be made

16.4.1 of all appointments of officers and servants;

16.4.2 of names of members of the Committee present at all meetings of the Association and of the Committee; and

16.4.3 of all proceedings at all meetings of the Association and of the Committee.

16.5 Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## **17. PROCEEDINGS OF THE COMMITTEE**

17.1 The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of the President or two (2) members of the Committee summon a meeting of the Committee.

17.2 Subject to these Rules questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. Each member of the Committee shall have one vote. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

17.3 The quorum necessary for the transaction of the business of the Committee shall be five (5) members of the Committee.

17.4 The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Committee, the continuing member of the Committee or members of the Committee may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association but for no other purpose.

17.5 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is not present at the meeting then the members of the Committee may choose one of their number to be Chairman of the meeting.

17.6 The Committee may delegate any of its powers and or functions to one or more sub-committees consisting of such member or members of the Committee as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such sub-committees who are members of the Committee shall have one vote.

17.7 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, and in the case of an equality of votes the Chairman shall have a second or casting vote.



17.8 All acts done by any meeting of the Committee or of a subcommittee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

17.9 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee. A resolution shall be deemed to have been passed on the day on which the document was signed and at the time the document was last signed by a member of the committee of if they signed the document on different days on the day on which, and at the time at which, the document was last signed by a member of the Committee.

## **18. SECRETARY / EXECUTIVE OFFICER**

18.1 The Secretary shall be appointed by the Committee for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it (subject to the provisions of these Rules).

18.2 The Secretary shall convene all meetings and shall attend such meetings and take proper minutes of the proceedings thereat.

18.3 The Secretary shall be paid such remuneration as is from time to time approved by the Committee and may also be paid all travelling and other expenses properly incurred in attending and returning from any Committee meetings or annual or special meetings or otherwise in connection with the business of the Association.

18.4 The books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

18.5 The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.

## **19. TREASURER**

The Treasurer of the Association shall be responsible for that:-

- (a) collection and receipt of all moneys due to the Association and the making of all payments authorised by the Association; and
- (b) maintenance of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association and the accounts and books shall be available for inspection by members; and
- (c) preparation of the accounts of the Association and, subject to these Rules, attending to the performing all matters of a financial nature.

## **20. CONTROL OF FUNDS**

20.1 The Association must open an account in the name of the Association with a financial institution form which all expenditure of the Association is made and into which all funds received by the Association are deposited.

20.2 Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.

20.3 All cheques, EFTPOS transactions, promissory notes and other negotiable instruments of the Association must be signed by (a) 2 committee members; (b) the secretary and one member of the committee; or (c) in such other manner as determined by the committee from time to time

20.4 Notwithstanding clause 5, the Committee may make a payment to a member for a service rendered by or property acquired from that person, in a special or private capacity

## **21. SEAL**

21.1 The common seal of the Association shall be kept in the custody of the secretary

21.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signature either of two (2) members of the Committee or of one (1) member of the Committee- and of the Public Officer.

## **22. ALTERATION OF CONSTITUTION AND RULES**

No object power or Rule of the Association will be repealed or amended and no new object power or Rule shall be made except upon a Resolution carried by a majority of three quarters of the votes of the members present voting in person or by proxy at a General Meeting the notice whereof shall have set out in extenso the proposed appeal or amendment or new provisions provided that in the event of a proposed resolution for the repeal of the, Rules of the Association for the time being and the substitution therefore of Rules comprising a consolidation (with or without re-arrangement) of the Rules so repealed as amended up to the time of passing the resolution of such repeal such notice shall not be required to set out in extenso the proposed consolidated Rules to be substituted and it shall be sufficient that a copy thereof be produced at the meeting considering the resolution and be signed by the Chairman thereof for the purposes of identification.

Any such amendments shall be subject to any ministerial approval required under the Associations Incorporation Act 2015.

## **23. NOTICES**

23.1 A notice shall be served by or on behalf of the Association upon any member either personally, via email or by sending it by post to the member at his address shown in the Register of Members.

23.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the documents shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **24. DISPUTES**

24.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

24.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required in clause 24.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of: (a) the parties to the dispute; and (b) the matters that are the subject of the dispute.

24.3 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

24.4 The notice given to each party to the dispute must state: (a) when and where the committee meeting is to be held; and (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written and oral (or both written and oral) submissions to the committee about the dispute.

24.5 At the committee meeting at which a dispute is to be considered and determined, the committee must (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and (b) give due consideration to any submissions so made; and (c) determine the dispute.

24.6 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

## **25. SURPLUS PROPERTY AFTER DISSOLUTION**

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.