



## ANDALUSIAN HORSE ASSOCIATION OF AUSTRALASIA INC. ("AHAA")

### RULES

#### 1. NAME

The name of the Association shall be "Andalusian Horse Association of Australasia Inc. (AHAA)".

#### 2. OBJECTS

The objects for which the Association is established are:

- a) To maintain the purity of the Spanish Horse in Australasia.
- b) To foster the development of the Pure Spanish Horse and its derivatives and to educate, assist and instruct new breeders and owners.
- c) To promote in any way whatsoever the interests of breeders of both Purebred and Partbred Andalusian Horses in Australasia.
- d) To act as the National Governing Body to whom other bodies can refer for guidance in all aspects of Association work.
- e) To promote good fellowship and sportsmanship amongst breeders and owners of Andalusian Horses.
- f) To compile, print and publish stud books or other registers of Andalusian Horses in Australasia containing, amongst other things and by way of inclusion Purebred and Derivative Andalusian Horses that the Association shall from time to time accept as being eligible for inclusion in such register/s.
- g) To print, publish or make contributions to any newspaper, periodicals, books or leaflets and to publish whether in print type or broadcast or electronic delivery or otherwise any information which the Association may think desirable for the promotion of its objects.
- h) To adopt such means of making known the objects and benefits of the Association as the Association may deem expedient and practical and to otherwise further the interests of members by social media forums, advertising in the mass media, by circulars, by publications of books, periodicals and articles, by broadcasting, by granting prizes, rewards and donations and by other means that the Association may deem expedient and practical.
- i) To establish and maintain relations with other Societies formed to promote the welfare and interests of other breeds of horses.
- j) To support, join in, compete and assist in any Agricultural Show.
- k) To appoint judges and stewards and to maintain a register of persons competent and/or accredited to judge Andalusian Horses.
- l) To hold and promote shows, exhibitions and demonstrations.

- m) To hold, promote, assist or join in assisting sales of horses registered in the Stud Books and or its appendix.
- n) To register with the Association and with other similar Societies Brands of all descriptions and to register copyrights for the use of the Association and its members.
- o) To do all or any thing deemed necessary to promote the furtherance of the Andalusian Horse breed.

### **3. DEFINITIONS**

**"Act"** means the *Associations Incorporation Act 2015* (WA) and all rules, regulations and amendments thereto.

**"Association"** means the incorporated association to which these rules apply being the Andalusian Horse Association of Australasia Inc. (**AHAA**).

**"Associate Member"** means a member with the rights referred to in the Rules

**"Books"**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information.

**"By laws"** means by-laws made by the Association pursuant to these Rules.

**"Chairperson"** means the Committee member holding office as the chairperson of the Association.

**"Commissioner"** means the person for the time being designated as the Commissioner under section 153 of the Act.

**"Committee"** means the management committee of the Association.

**"Committee Meeting"** means a meeting of the committee.

**"Committee Member"** means a member of the committee.

**"Council"** means the duly elected President, Vice-President and members of the Federal Council of the Association.

**"Financial Records"** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and

(ii) adjustments to be made in preparing financial statements;

**“Financial Report”**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**“Financial Statements”** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**“Financial Year”**, of the Association is from 1 January XXXX to 31 December XXXX

**“Gender”** - where words which refer to the generic terms of “he/him” may appear in the Rules, Regulations and by-laws of the Association these words, are to be interpreted to include female and neuter genders as deemed appropriate and reference the singular shall also include the plural if one or more.

**“General Meeting”**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**“Grievance Procedure”** means the procedures set out in these Rules;

**“Member”** means a person registered in the records of the Association as an ordinary member or an associate member of the Association.

**“Office Bearer”** means a member of the Council of the Association including the President, Vice-President and Treasurer.

**“Ordinary Committee Member”** means a committee member who is not an office holder of the Association under rule 27(3);

**“Ordinary Member”** means a member with the rights referred to in rule 8(5);

**“Party To A Dispute”** includes a person –

- (a) who is a party to the dispute;
- (b) between members;
- (c) between one or more members and the Association; and
- (d) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

**“Register Of Members”** means the register of members referred to in section 53 of the Act;

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

**“Rules”** means these rules of the Association, as in force for the time being which govern all regulations and by-laws of the Association now in existence and as amended from time to time.

**“Secretary”** means the person holding office as the secretary of the Association;

**“Special General Meeting”** means a general meeting of the Association other than the annual general meeting;

**“Special Resolution”** means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

**“State Branch”** means a state organisation formed by the Association to further the objects of the Association-and will adopt the Rules, Regulations and By-laws of the Andalusian Horse Association of Australasia Inc.”

**“Subcommittee”** means a subcommittee appointed by the committee under rule 48(1)(a);

**“Treasurer”** means the perspon holding office as the treasurer of the Association.

#### **4. NOT-FOR-PROFIT BODY**

1. 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 any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
3. A payment to a member out of the funds of the Association is authorised if it is:-
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

#### **5. POWERS OF THE ASSOCIATION**

- a) To purchase, hold, take on lease, bill or otherwise acquire, maintain and improve or alter any buildings or other real property or personal property for the purposes of the Association.
- b) To sell, exchange, lease, mortgage, hire, dispose of or turn to account of, or otherwise deal with all or any part of the real or personal property of the Association.
- c) To open and maintain a bank account and invest and deal with the monies of the Association not immediately required upon such securities and in such manner as may from time to time be determined.

- d) To borrow or raise or secure payment or money in such a manner as the Council shall think fit including the issue of debenture stock perpetual or otherwise of the property of the Association both present and future and to use, redeem or pay off such securities.
- e) To borrow money or rent both real and personal property from any member of the Association.
- f) To appoint, employ and pay Officers, employees and servants of the Association and from time to time suspend or dismiss the same.
- g) To establish or make contribution to any fund or otherwise make provision for the benefit of any employee or ex-employee of the Association or their dependents and to subscribe money for any charitable object.
- h) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as the Council may consider expedient for or in relation to any of the purposes of the Association.
- i) To receive from any person or corporation who may desire to further the objects of the Association, gifts of money or property of any nature whatsoever and whether real or personal, moveable or immoveable and wheresoever situate.
- j) To form State Branches to further the objects of the Association.
- k) To do all things as are necessary for, or incidental to, the carrying on or carrying out of the foregoing special powers and also all such things as are necessary for or incidental to the carrying on of the ordinary business of the Association.
- l) To do all such things that are, in the opinion of the Council incidental or conducive to the attainment of the objects of the Association or any of them.

## **6. MEMBERSHIP**

- a) Eligibility for membership

1. Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
  2. An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.
- b) The membership of the Association shall consist of Full Members, Associate Members and Life Members.
1. A Full Member shall be a member who is the registered owner of a Horse or Horses in the Stud Book or Appendix thereto or in the Registers kept by this Association.
  2. An Associate Member shall be a member who is not a Full or Life Member.
  3. Each Member of the Association shall qualify for membership of any State Branch nominated by such member.
- c) Any person, association or corporation may apply for membership of the Association provided however that:
- (i) if two or more persons carrying on business in partnership, the partnership shall become a Full Member of the Association as partners all such partners shall for the purpose of these Rules be regarded as one member only and the partner who shall be entitled to exercise the rights and privileges of membership shall be such one of the partners who are for the time being and from time to time nominated as such in writing by all of the partners. The other partners shall be eligible to be Associate Members;
  - (ii) if two or more members are joint owners of any horse and shall be entitled to be Full members by virtue only of the ownership of that horse, all of such joint owners shall for the purpose of this Constitution be regarded as one Full Member only and the joint owner who shall be entitled to exercise the rights and privileges of Full Membership shall be such one of such joint owners who is for the time being and from time to time nominated as such by all the joint owners. The other joint owners shall be eligible to be Associate Members;
  - (iii) if an association, company or body whether incorporated or not is a Full Member of the Association, then for the purpose of these Rules, the association, company or body shall be regarded as one member only and the person whether director, employer or employee who shall be entitled to exercise the rights and privileges of Full Membership shall be such person who is for the time being, and from time to time nominated as such in writing by the association, company or body PROVIDED HOWEVER that if any association or body whether incorporated or not owns horses, yet is not a member, then by virtue of their interest in the Association or body a director, member or employee of the Association or body

may become a Full Member of this Association with all the rights and privileges that attach thereto.

**7. LIFE MEMBERSHIP**

- a) Any person who, in the opinion of Council, has rendered special and outstanding service to the Association may by recommendation by the Council to the Annual General Meeting of the Association and carried by 3/5 of members at the Annual General Meeting of the Association be appointed a Life Member of the Association.
- b) Every Life Member shall be entitled to all the privileges and be subject to all the duties and obligations of a Full Member and shall not be liable for any subscription or levy.

**8. MEMBERSHIP FEES**

- a) The Full Membership and Associate Membership fee shall be a sum as from time to time be determined by the Council and such a fee shall be paid in the first instance together with the application for membership and that renewal of membership shall be due on or before 1 January each year.
- b) Any member of the Association allowing his or her subscriptions to remain unpaid for thirty (30) days after the due date for membership payments shall be considered to be in arrears and no member whose subscription is in arrears shall be entitled to compete for any prize offered to members of the Association or to vote at any meeting of the Association or to enjoy any of the privileges of membership.
- c) If any person ceases to be a member of the Association for any reason he or she will not be entitled to a return of their membership fee or any portion thereof.
- d) No person under the age of eighteen (18) years shall have the right to become a member of the Council, Secretary or Treasurer of the Association.

**9. VOTING RIGHTS OF MEMBERS**

- a) Full Members and Life Members shall have the right to vote on all resolutions submitted to a general meeting. Each member entitled to vote may vote in person, or by postal or electronic vote by email addressed only to the secretary, or by proxy.
- b) Associate Members shall not be entitled to vote for the election of members of the Council, and shall not be entitled to vote on any resolution submitted to a general meeting. Associate Members shall be entitled to receive notice of and attend and speak at all general meetings.

- c) The instrument appointing a proxy shall be in writing 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.
- d) The instrument appointing a proxy shall be in common or usual form or in any form approved by the Council.
- e) 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 handed to the Secretary or the Chairman of the meeting fifteen (15) minutes prior to the beginning of the meeting at which it is intended to use such proxy.

## **10. REGISTRY OF MEMBERS**

- a) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- b) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- c) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- d) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- e) If —
  - (i) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (ii) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.
- f) Such registry will contain an up to date alphabetical list of all members of the Association which shall include the full name and current address, membership category, financial status and the name of any Branch membership of each member

## **11. MANAGEMENT**

- a) The general management of the Association shall be vested in a Council. The Council shall comprise eight (8) members who shall be elected by the Life and Full Members of the Association as hereinafter provided, and two (2) members of each State Branch who shall be elected by the Life and Full Members of that State Branch, by a ballot conducted by that State Branch, the result of which shall be



reported to the Secretary of the Association prior to each Annual General Meeting of the Association.

- b) All Council members must be Life Members or financial Full Members of the Association.
- c) All officers of the Association shall be honorary and no member shall be allowed to make the Association a means of private speculation or trade.

## **12. NOMINATION AND METHOD OF ELECTION OF FEDERAL COUNCIL MEMBERS**

- a) The four (4) Council Members to be elected by the Life and Full Members of the Association shall be nominated in writing signed by the nominee and the proposer and seconder who shall be financial members of this Association and such nomination must be delivered to the Secretary not less than twenty-eight (28) days before the Annual General Meeting. Only one vote per membership is allowed (e.g a partnership or corporation is allowed only one vote not a vote per partner etc). No unfinancial member may be nominated as an office bearer.
- b) Concurrent with issue of nomination forms, members are to be advised of names of all Councillors, with note of those Councillors required to stand down for that election.
- c) If the number of nominations is equal to or less than, the number of vacancies to be filled, the President at the Annual General Meeting shall declare the nominated candidates duly elected.
- d) If the number of nominations exceeds the number of vacancies to be filled, the Secretary shall prepare a list of nominations and ballot papers and post the same to reach all Life and Full Members at least fourteen (14) clear days before the Annual General Meeting.
- e) Completed ballot papers must reach the Secretary before the commencement of the Annual General Meeting or be placed in a ballot box provided at the place of the Annual General Meeting. Voting closes when the Annual General Meeting has opened.
- f) The President and Vice President shall be elected from the Council members by the Council members at the first Council meeting following the Annual General Meeting and will hold office until the conclusion of the next Annual General Meeting.

## **13. TERM OF OFFICE**

- a) The financial year of the Association shall commence on the first day of January in each year and conclude on the last day of December in the same year. The Annual General Meeting shall be held not later than six (6) calendar months immediately after the end of each financial year of the Association.

- b) The term of office for all members of Council shall be two (2) years. One half of the Council Members elected by the Life and Full Members of the Association shall retire each year but shall be eligible for re-election. The longest serving of those members shall retire first and if more than the number to retire have been in office for the same period then those to retire shall be decided by agreement between them or failing agreement, by a ballot of the Council conducted by the Secretary at least twenty-eight (28) days before the Annual General Meeting. Similarly, one of the Council Members elected by each State Branch shall retire each year but shall be eligible for re-election by the State Branch.
- c) The President and Vice-President, when elected, shall hold office for one (1) year and then be required to stand for re-election. The President cannot hold that position for more than three (3) consecutive years but may be re-appointed to that office after a break of at least one year in the term of office if so desired. When there ceases to be a President or Vice-President, members of the Council shall elect those officers.
- d) The Federal Council of the Association in General Meeting may remove any Council Member (including the President or the Vice-President) before the expiration of his/her period of office and may appoint another person in his/her stead; the person so appointed shall be subject to retirement at the same time as if he had become a Council Member on the date on which the Council Member in whose place he/she is appointed was last elected a Council Member.
- e) The office of Council Member (including President and Vice President) shall become vacant if the Council Member -
  - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (ii) 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;
  - (iii) resigns his office by notice in writing to the Secretary;
  - (iv) has been removed from office pursuant to sub-rules (e) and (f) hereof
  - (v) ceases to be a Full Member or a Life Member of the Association.
- f) Any Council Member being absent for three (3) consecutive Council Meetings without a reasonable cause may be removed from office and have his position declared vacant. The Council shall be the sole judge as to whether an excuse tendered is reasonable.

#### **14. VACANCIES**

- a) Vacancies in the number of office bearers (including the President or the Vice-President) caused by death, resignation or otherwise and occurring at any time between two Annual General Meetings shall be notified by the Secretary of the

Council on the notice paper convening the first Council Meeting held thereafter and all such vacancies may be filled by the Council at that or any subsequent meeting. Any members so appointed shall retain office only until the next Annual General Meeting.

- b) In the case of any vacancy arising in the office of Auditor through any cause prior to the date of the Annual General Meeting such vacancy shall be filled by the Council and the person or firm so appointed will hold office until the first day of the month following the Annual General Meeting.

#### **15. COUNCIL MEETINGS**

- a) Meetings of the Council shall be held at such times as the President considers necessary PROVIDED HOWEVER THAT a meeting of the Council shall be held at least once in every financial year.
- b) Meetings may be held at any place the Council deems fit.
- c) Meetings may be held in person, by telephone link-up or by other electronic communication and/or email or letter or by other means of communication defined in the regulations from time to time provided that each Council Member shall receive written notification of the proposed meeting and all business to be discussed thereat at least fourteen (14) days before the date of the proposed meeting.

#### **16. CONVENING COUNCIL MEETINGS**

- a) The Secretary shall convene meetings of the Council by notifying each member of the Council in such manner as the Council shall decide.
- b) The President may convene a special meeting of the Council at any time and he shall call a special meeting of the Council on the written request by a majority of members of the Council.

#### **17. DUTIES OF OFFICE BEARERS, SECRETARY AND TREASURER**

- a) The President shall act as Chairperson of all meetings of the Association or of the Council and, in his absence, the Vice-President Or, in his absence, a member of the Council elected by the meeting.
- b) The Secretary shall record and read the minutes of all meetings, attend to correspondence, issue notices of meetings, maintain an attendance book and a record of all shows, parades and awards and such other records as the Council shall from time to time direct.
- c) The Treasurer shall receive all monies payable to the Association, give receipts for the same and bank all such monies in **the banking** account of the Association. He shall present an audited balance sheet of the finances of the Association at each Annual General Meeting and keep proper books of account setting out the Association's receipts and expenditure in the accepted manner.

**18. FINANCE**

- (a) All expenses incurred by the Secretary, Treasurer or any member for or on behalf of the Association on the authority of the Council shall be paid out of the funds of the Association.
- (b) All monies of the Association shall be paid into one or more bank accounts approved by the AHAA Council.
- (c) Funds of the Association shall be under the control of the Council who may regulate the manner in which they shall be managed.
- (d) The books of account shall be audited at least once in each financial year by the duly appointed Auditor.

**19. PRIVILEGES OF MEMBERS**

The privileges of membership of the Association shall consist of such privileges which the Council at a properly constituted meeting shall from time to time decide.

**20. SECRETARY AND TREASURER**

- (a) There shall be a Secretary and Treasurer of the Association who shall be appointed and may be removed from office by the Council and who need not be members of the Association.
- (b) Any office bearer of the Association may be appointed to the position of Secretary in which case the person so appointed shall be deemed to have resigned from the office previously held by him.
- (c) One person may hold the combined positions of Secretary and Treasurer.

**21. ANNUAL GENERAL MEETING**

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —

- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed.
  - (b) to receive and consider —
    - (i) the committee’s annual report on the Association’s activities during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor’s report on the financial statements or financial report.
  - (c) to elect the office holders of the Association and other committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and/or
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

**22. GENERAL MEETINGS**

A General Meeting of the Association shall be held once in every calendar year at such time and place as may be prescribed by the Association in General Meeting or in default at such a time and place as the Council shall appoint. Such General Meetings shall be called Annual General Meetings and all other General Meetings shall be called Extraordinary General Meetings. At the Annual General Meeting the Association will:

- (a) Elect the Council Members of the Association in accordance with the rules.
- (b) Appoint the auditor of the Association.
- (c) Consider the Annual Report and Yearly Statement of accounts.
- (d) Deal with any other business with which it is competent to deal under the rules.

**23. EXTRAORDINARY GENERAL MEETINGS**

- (a) The Council may convene an Extraordinary General Meeting whenever it thinks fit.

- (b) Within forty-two (42) days after receiving a written requisition of not less than ten per cent of the financial Full Members delivered personally or addressed to the Secretary at the office of the Association, the Secretary shall convene an Extraordinary General Meeting to be held not less than fourteen (14) days and not more than forty-two (42) days after receipt of such requisition. If the Secretary fails to convene the meeting as aforesaid, the requisitioners may convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of the requisition. Each such requisition shall state the objects of the meeting and such meeting shall be convened in the same manner as that in which General Meetings are to be convened by the Council. The reasonable costs incurred by the requisitioners in convening such meeting shall be reimbursed out of the funds of the Association unless the Extraordinary General Meeting so convened shall resolve otherwise.
- (c) No business shall be transacted at any Extraordinary General Meeting other than that for which it is convened.

**24. VOTING POWERS OF CHAIRPERSON**

The Chairperson of all meetings shall have a deliberative vote and in case of equality of votes a second or casting vote.

**25. NOTICES OF MEETING OF MEMBERS**

Twenty-eight (28) days notice at least (exclusive of the day on which notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place day and hour of meeting and in case of special business the general nature of that business shall be given to all members for the time being of the Association and for all the purposes hereof.

**26. QUORUM**

- (a) If, within fifteen (15) minutes from the time appointed for the meeting, a quorum is not present the meeting, if convened upon a 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, time and place as the Council shall by notice to the members appoint. If, at the adjourned meeting, a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, then any four (4) members then present shall be a quorum and may transact the business for which the meeting was called.
- (b) At all General Meetings five per cent (5%) of the number of Full Members and Life Members shall form a quorum and at all Council Meetings a

minimum of five (5) of the Council Members shall form a quorum.

**27. ACCOUNTS**

- (a) The Council shall cause to be kept proper books of account in which shall be kept full, true and complete accounts of the affairs and transactions of the Association. Such books of account shall be kept at the office of the Association or at such other place or places as the Council thinks fit and shall always be open for the inspection of the Council.
- (b) With the previous authority of a special resolution of a Meeting of members of the Association, such books of account and the records of the Association shall be open to inspection by a person to be appointed by such resolution.
- (c) The Council shall cause a balance sheet and statement of income and expenditure to be prepared up to a date not earlier than one (1) calendar month immediately before each Annual General Meeting. Such balance sheet and statement shall also show the investments representing the funds of the Association at the beginning and end of the period of the accounts and the expenditure of the Association during such period indicating precisely how such expenditure was applied in furtherance of the objects of the Association.

**28. AUDITOR**

The Auditor shall hold office from and including the first day of the month following the date of the meeting at which such election takes place.

**29. DECISION MAKING**

All matters (except the election of office bearers) to be dealt with at General Meetings shall be determined on the voices unless a divisional ballot be called for.

**30. RESCINDING RESOLUTIONS**

No motion which, if carried, would have the effect of rescinding any resolution previously passed at any meeting held during the same year shall be entertained unless notice of intention to move the same shall have been given in writing to the Secretary at least twenty-eight (28) days prior to the holding of the meeting at which it is proposed to move such resolution.

**31. BY-LAWS AND ALTERATIONS/AMENDMENTS TO BY-LAWS**

In respect of by-laws and/or regulations:-

- (a) The Association may, by resolution at a general meeting, make, amend or revoke by-laws/regulations.
- (b) By-laws/regulations may —
  - (i) provide for the rights and obligations that apply to any classes of associate membership approved under the rules; and
  - (ii) impose restrictions on the committee’s powers, including the power to dispose of the association’s assets; and
  - (iii) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association’s accounts; and
  - (iv) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (c) A by-law/regulation is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (d) Without limiting the above, a by-law/regulation made for the purposes of subrule (b)(iii) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (e) At the request of a member, the Association must make a copy of the by-laws/regulations available for inspection by the member.

**32. ALTERATION TO THESE RULES**

These Rules may be amended by a Special Resolution (of which notice has been given specifying the precise nature of the amendments proposed to be made) passed by a majority of three-fourths of the members entitled to vote and voting in person, or by postal vote, or by proxy at a General Meeting of the Association provided that no substantive amendment shall be made or capable of being made to the objects of the Association hereinbefore set forth or to any Rule which shall in any way result in offending the legal rules against perpetuities or which would result in the Association being held not to be for charitable purposes.

**33. MISCONDUCT**

- (a) Members shall conduct themselves at all times in a proper manner and shall Act in the interests of the Association.
- (b) Any member who, in the opinion of the Council, has failed to comply with these Rules, or been guilty of unsportsmanlike conduct



in connection with horses or a show, or has been guilty of conduct detrimental to the interests of the Association, or has failed to pay fees or levies due to the Association may be called upon by the Council to resign or may be demoted from Full Membership to Associate Membership (if applicable) and in the event of the member refusing to resign or to allow demotion, the member may be suspended or expelled from the Association on a resolution of the Council.

- (c) Any member demoted or called upon to resign as aforesaid shall be entitled to appear before the Council to explain his or her conduct, to call witnesses or produce evidence in his or her defence and to question other witnesses who may have given evidence to the Council concerning such conduct and/or follow the grievance procedures provided in Rule 34.
- (d) The Council being satisfied of the propriety of the case shall on the request of a member deal with an objection to any horse entered in any show or parade.
- (e) Any member desiring to resign as a member of the Association shall do so by written notice to the Secretary. No resignation shall relieve any member from payment of any subscription in arrear or any other monies due by him to the Association at the date of his resignation.

### **34. DISCIPLINARY ACTION, DISPUTE RESOLUTION AND MEDIATION**

#### **A. Suspension or expulsion**

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
  - (a) when and where the committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under subrule (6), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the committee are the parties to the mediation.
- (9) During the period a member's membership is suspended, the member —
- (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (10) When a member's membership is suspended, the secretary must record in the register of members —
- (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (11) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **B. Resolving Disputes**

- (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.

- (2) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, 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.
- (3) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (4) 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.
- (5) 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 or oral (or both written and oral) submissions to the committee about the dispute.
- (6) If —
  - (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the committee; and
    - (ii) requests the appointment of a mediator under rule 23,

the committee must not determine the dispute.
- (7) 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.
- (8) 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.
- (9) A party to the dispute may, within 14 days after receiving notice of the committee's determination, give written notice to the secretary requesting the appointment of a mediator.
- (10) If notice is given each party to the dispute is a party to the mediation.

C. **Mediation**

- (1) The mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement as to the mediator, the committee must appoint the mediator.

- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre or is a registered mediator; or
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not:-
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
- (5) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (6) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (7) In conducting the mediation, the mediator must:-
  - (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (8) The mediator cannot determine the matter that is the subject of the mediation.
- (9) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (10) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

### **35. POWER OF COUNCIL**

- (a) Subject to these Rules, the Management of the business and control of the finances and affairs of the Association shall be vested in the Council which may exercise all such powers and do all such things as may be exercised or done by the Association as are not hereby or by the Act expressly directed or required to be exercised or done by the Association in General Meeting. In particular and without prejudice to the generality of the foregoing the Council may at its discretion exercise every borrowing power vested in the Association by these Rules or permitted by law together with

the collateral power of mortgaging and charging the assets of the Association.

- (b) Without limiting the foregoing the Council shall have the power to make and publish regulations for the administration of the Association or for any show, trials, parades or any other matters and in particular make and publish regulations which shall detail procedures concerning:
  - (i) Admittance to Stud Books, Registries or Appendices thereto.
  - (ii) The conduct of shows, trials and competitions.
  - (iii) The Judging of competitions.
  - (iv) The classifying of Horses.
  - (v) Membership fees.
  - (vi) Refusal of membership.
  - (vii) The removal of Associate Members with or without assigning a reason.
- (c) The Council may co-opt persons to attend Council Meetings during any period up to the next Annual General Meeting. Such co-opted persons shall not be entitled to vote at Council Meetings.

### **36. INDEMNITY**

- (a) Every Council Member, Secretary, Treasurer, Auditor or other officer or servant of the Association and their executors and administrators shall be indemnified by the Association and it shall be the duty of the Council, out of the funds of the Association, to pay all costs, losses and expenses which any such Council Member, Secretary, Treasurer, Auditor or other officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Council Member, Secretary, Treasurer, Auditor or other officer or servant or in any way in the discharge of his duties including travelling expenses except as a result of his own neglect and default and the account for which such indemnity is provided shall immediately attach his lien on the property of the Association and have priority as between the members over all other claims.
- (b) Any Council Member, Secretary, Treasurer, Auditor, officer or servant of the Association shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment 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 any Court of law in respect of any negligence, default, breach of duty or breach of trust.
- (c) No Council Member or officer or servant of the Association shall be liable for the acts or omissions of any other Council Member, officer or servant or any person employed by the Association as Auditor or by reason of his having joined in any receipt for money not received by him personally or for any loss on account of default

of title to any property acquired by the Association or on account of the insufficiency of any security in or upon which any monies of the Association shall be invested or for any loss incurred through any banker, broker or other agent or upon any ground whatever other than his own negligence, default, breach of duty or trust.

**37. WINDING UP**

- (a) The Association may be wound up by a special resolution passed by a majority of three-fourths of the members entitled to vote and voting in person, or by postal vote, or by proxy at a General Meeting convened for that purpose and of which notice of motion has been given to all members of the Association at least thirty (30) days before such meeting.

**38. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP**

- (1) In this rule —

*surplus property*, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and  
(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) 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.
- (3) Section 24(1) of the Act provides there is implied in the rules of every incorporated association a provision that, on the cancellation of the incorporation or the winding up of the association, its surplus property can only be distributed to one or more of the following:-
- (a) an incorporated association;
- (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;
- (c) a company holding a licence that continues in force under the Corporations Act section 151;
- (d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- (e) a body corporate that:-

- (i) is a member or former member of the incorporated association;  
and
    - (ii) at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
  - (f) a trustee for a body corporate referred to in paragraph (e);
  - (g) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act..
- (4) Upon a winding up of the Association, it is the intention of the Association, after compliance with paragraph 37(1) herein that any remaining surplus funds will be in compliance with Section 24(1) of the Act be at the discretion of the Council, be paid or transferred to an entity named in Section 24(1) with a preference to such an entity being involved in and promoting the Spanish Andalusian Horse.