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CONSTITUTION OF THE AUSTRALIAN FRIESIAN WARMBLOOD HORSE SOCIETY INCORPORATED

Information provided to the Commissioner under section 29(5) – This information is part of the rules of the Australian Friesian Warmblood Horse Society, and must be attached to the copy of the rules provided to members.

- A. The name of the Association is: AUSTRALIAN FRIESIAN WARMBLOOD HORSE SOCIETY INCORPORATED
- B. The objects of the Association are to:
 - i. represent and act on behalf of, and in the interests of, the Members of the Society in all matters pertaining to the breeding of and participation in equestrian pursuits by Friesian Warmblood horses;
 - ii. act in good faith and loyalty to ensure the maintenance and enhancement of the Society, its standards, quality and reputation for the collective and mutual benefit of Members of the Society;
 - iii. establish and maintain a register of Friesian Warmblood horses with a minimum of 25% pure bred Friesian blood;
 - iv. support and encourage the development of the Friesian Warmblood horse and to assist, encourage and educate breeders and owners thereof;
 - v. promote good fellowship and sportsmanship amongst breeders and owners of Friesian Warmblood horses;
 - vi. do all or anything deemed necessary to promote the health, welfare and ethical breeding of the Friesian Warmblood horse; and,
 - vii. promote the Friesian Warmblood horse to the general public by way of organising shows, demonstrations and other public events.
- C. Any twelve (12) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. Any four (4) committee members constitute a quorum for the conduct of the business of a committee meeting.
- E. The association's financial year will be the period of 12 months commencing on 01 January and ending on 31 December of each year.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

annual general meeting is the meeting convened under rule 51

associate member means a member with the rights referred to in rule 8(6);

Association means the incorporated association to which these rules apply;

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;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 66;

chairperson means the Committee member holding office as the chairperson of the Society;

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 Society;

committee meeting means a meeting of the committee;

committee member means a member of the committee;

convene means to call together for a formal meeting;

department means the government department with responsibility for administering the *Western Australian Associations Incorporation Act (2015)*;

deputy chairperson means the committee member holding office as the deputy chairperson;

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 Society required under Part 5 Division 3 of the Act;

financial year of the Society, has the meaning given in rule 2(2);

general meeting of the Society means a meeting of the Society that all members are entitled to receive notice of and to attend;

member means a person (including a body corporate) who is an ordinary member or an associate member of the Society;

ordinary committee member means a committee member who is not an office holder of the Association under rule 27(2);

ordinary member means a member with the rights referred to in rule 8(5);

ordinary resolution means resolution other than a special resolution;

poll means voting conducted in written form (as opposed to a show of hands);

register of members means the register of members referred to in section 53 of the Act;

registrar means the committee member undertaking duties described in rule 31;

rules means these rules of the Society, as in force for the time being;

secretary means the committee member holding office as the secretary of the Society;

Society means the incorporated association to which these rules apply, specifically, the Australian Friesian Warmblood Horse Society Inc.

special general meeting means a general meeting of the Society 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 or Territory Representative means a member of the committee described in rule 27(2);

subcommittee means a subcommittee appointed by the committee under rule 49;

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the committee member holding office as the treasurer of the Society.

2. Financial year

- (1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Society is the period of 12 months commencing on 01 January and ending on 31 December of each year.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the Society must be applied solely towards the promotion of the objects or purposes of the Society 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 Society only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Society is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Society 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 Society; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Society.

Note for this rule-

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Act Requirements – Powers of Incorporated Association - Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes. Section 14(1)(a)-(g) provides particular examples.

PART 3 — MEMBERS

Act Requirements - Membership - Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

Act Requirements – Liabilities of the association - Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

Guidance Note – Liability of Members - A member is only liable for their own outstanding membership fees (if any) payable under rule 12.

Division 1 — Membership

4. Eligibility for membership

- (1) Any person who supports the objects or purposes of the Society 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.

(3) Membership of the Society is open to-

- (a) breeders and/or owners of Friesian Warmblood horses and/or anyone competing/riding a Friesian Warmblood horse on behalf of the breeder and/or owner;
- (b) any person who wishes to further the interests of the Society,

who agrees to be bound by these rules and who is accepted for membership by the committee or by the members at a general meeting of the Society.

Guidance Note – Eligibility for membership

- *The by-laws may require members to hold specified educational, trade or professional qualifications.*
- *The association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.*

5. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Society using an “Application for Membership” form and send with the membership fee applicable at the time, to the secretary at the Society’s postal address or, if the form is completed with an electronic signature, to the secretary’s email address).
- (2) The application must include a member’s nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.
- (4) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.
- (5) Any member who wishes to remain a member must, prior to 31 December each year or within two weeks from that date, complete an “Application for Renewal of Membership” form and send it with the renewal of membership fee applicable at the time, to the secretary at the Society’s postal address or, if the form is completed with an electronic signature, to the secretary’s email address.
- (6) Each person admitted to membership shall be:
 - (a) bound by the Constitution and Operational Rules of the Society;
 - (b) become liable for such fees and subscriptions as may be fixed by the Society;
 - (c) entitled to all advantages and privileges of membership.

6. Dealing with membership applications

- (1) The committee must consider each application for membership of the Society and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Society.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The committee may reject an application even if the applicant —
 - (a) is eligible under rule 4; and

- (b) has applied under rule 5.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

7. Becoming a member

An applicant for membership of the Society becomes a member when —

- (a) the committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Society under rule 12.

Guidance Note – Becoming a member - *The applicant immediately becomes a member, when rule 7 has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.*

Act requirement – Member to receive rules – *section 36(1)(b) of the Act provides that the association must give each person who become a member of the association of copy of the rules in force at the time their membership commences.*

Guidance note – Format of rules provided - *It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website whether the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.*

8. Classes of membership

- (1) The Society consists of ordinary members and any associate members provided for under subrules (2) and (3).
- (2) The Society may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (3) Membership categories:
 - (a) **ORDINARY MEMBER**
An ordinary member shall be a financial member of the Society who is the registered owner of a horse or horses in the Register kept by this Society, and over 18 years of age. An ordinary member shall have one voting right and is entitled to hold any office position.
 - (b) **ASSOCIATE MEMBER**
Persons other than ordinary members who are interested in promoting the Society and who wish to participate in the equestrian sporting activities of the Society but are not the registered owner of a horse or horses in the Register, may become an associate member. An associate member shall have no voting rights nor be entitled to hold any office position.
 - (c) **JUNIOR MEMBER**
Any person under the age of 18 years may become a junior member. Junior members shall have no voting rights nor be entitled to hold any office but shall be entitled to such privileges of membership as the committee may determine are applicable to junior members from time to time.
 - (d) **LIFE MEMBERSHIP**
The committee may elect as a life member any member who has been a financial member for a period of at least ten continuous years and has given exceptional and outstanding service to the Society. Any member may nominate a person to the committee for consideration for life membership. Every life member elected pursuant to this clause shall enjoy all the privileges and be subject to all the obligations of an ordinary member and will not be liable to pay any annual membership fees. Existing life members of the Society prior to the introduction of this membership category will remain as such.

- (e) FAMILY MEMBERSHIP
- (i) Is open to two adult members over the age of 18 years, and their children, who are related or in a relationship and residing at the same address.
 - (ii) Where a family membership consists of two adult members they shall each have one voting right but only one adult member is entitled to hold any office.
 - (iii) Where a family membership consists of only one adult member, that member shall have one voting right and only that member is entitled to hold any office.
- (4) Any person who operates a stud as a business and is a financial member of the Society under subrule (3), may:
- (a) apply to the Society to register their stud prefix for the applicable fee as determined under subrule 9.1;
 - (b) will retain ownership of that stud prefix for such time as they remain as financial member of the Society or for a grace period of six months after ceasing to be a financial member, at which time ownership of that prefix will lapse; and,
 - (c) shall be entitled to such privileges of membership as the committee may determine are applicable to such members from time to time.
- (5) An individual who has not reached the age of 15 years is only eligible to be an associate member.
- (6) A person can only be an ordinary member or belong to one class of associate membership.
- (7) 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.
- (8) An associate member has the rights referred to in subrule (5) other than full voting rights.
- (9) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Guidance Note - Voting rights of Members

- *Each ordinary member of the Association has one vote at a general meeting of the Association.*
- *Each ordinary member of the Association that is a body corporate has one vote at a general meeting of the Association.*

9. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Society under rule 10;
 - (d) the person is expelled from the Society under rule 15;
 - (e) the person ceases to be a member under subrule 12(4).
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

10. Resignation

- (1) A member may resign from membership of the Society by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —

- (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Society remains liable for any fees that are owed to the Society (the owed amount) at the time of resignation.
- (4) The owed amount may be recovered by the Society in a court of competent jurisdiction as a debt due to the Society.

11. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

12. Membership fees

- (1) The committee may from time to time at a committee meeting determine the amount of the fees to be paid by each member including for new memberships, renewals of membership, registration of horses, transfers of horses or any other fees associated with any of the foregoing.
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the 01 January, as determined by the committee.
- (4) If a person who has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
- (a) the committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.
- (5) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 12(3) or within 3 months thereafter, or such other time as the committee allows.

Division 3 — Register of members

13. Register of members

Act Requirements – Register of members

Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.

Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.

Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

Under section 56 of the Act the management committee is authorised by to determine a reasonable charge for providing a copy of the register.

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Society under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Society.
- (2) 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.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) 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
 - (b) 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 Society.
- (6) The secretary must cause the name of a person who dies to be deleted from the register of members referred to in subrule (1).

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part —

member, in relation to a member who is expelled from the Society, includes former member.

Division 2 — Disciplinary action

15. Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Society if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Society.
- (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 Society.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Society 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 Society 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.

Guidance Note – Suspension or expulsion of a Member - Once the committee has decided to suspend or expel a member under rule 15(5) the member is immediately suspended or expelled.

16. Consequences of suspension

- (1) 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 Society.
- (2) 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.
- (3) 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.

Division 3 — Resolving disputes

17. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and

- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Guidance Note - Resolving disputes

- For the purposes of rules 17 and 18, the term **this Division** relates to rules 19 – 21.

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Society; or
- (c) if the Society provides services to non-members, those non-members who receive services from the Society, and the Society.

19. Parties to attempt to resolve dispute

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.

20. How grievance procedure is started

- (1) 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.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) 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.
- (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 or oral (or both written and oral) submissions to the committee about the dispute.
- (5) 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.

21. Determination of dispute by committee

- (1) 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.
- (2) 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.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

Guidance Note - Mediation

- For the purposes of rule 22, the term **this Division** relates to rules 22-25.

22. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
- (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of mediator

- (1) The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), 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, if the appointment of a mediator was requested by —
- (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and the Society.
- (4) The person appointed as mediator by the committee may be a member or former member of the Society 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.

24. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) 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.
- (3) 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.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) 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.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

25. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Society gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

26. Committee

- (1) The committee members are the persons who, as the management committee of the Society, have the power to manage the affairs of the Society.

- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Society.
- (3) The committee must take all reasonable steps to ensure that the Society complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Committee and duties of members

27. Committee members

- (1) The committee members consist of —
 - (a) the office holders of the Society;
 - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
 - (a) The committee will include not less than one representative from each State or Territory within Australia where such a representative has been nominated and elected.
- (3) The following are the office holders of the Society —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer;
 - (e) the registrar.
- (4) A person may be a committee member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
- (5) A person must not hold 2 or more of the offices mentioned in subrule (3) at the same time.

Act Requirements – Persons who are not to be members of Committee

- *Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:*
 - *a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;*
 - *a person who has been convicted, within or outside the State, of-*
 - *an indictable offence in relation to the promotion, formation or management of a body corporate; or*
 - *an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or*
 - *an offence under Part 4 Division 3 or section 127 of the Act*

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

Act Requirements - Duties of Committee Members and Officers

Division 3 of the Act provides a definition of "officer". The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

- *Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-*
 - (a) *were an officer of the association in the association's circumstances; and*
 - (b) *occupied the office held by, and had the same responsibilities within the association as, the officer.*
- *Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-*
 - (a) *in good faith in the best interests of the Association; and*
 - (b) *for a proper purpose.*
- *Under section 46 an officer of an association must not improperly use his or her position to-*
 - (a) *gain an advantage for the officer or another person; or*
 - (b) *cause detriment to the Association.*
- *Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-*
 - (a) *gain an advantage for the person or another person; or*
 - (b) *cause detriment to the Association.*

28. Chairperson and Deputy Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- (3) In the event of the absence from a general meeting of –
 - (a) the chairperson, the deputy chairperson; or
 - (b) if both the chairperson and the deputy chairperson, a member elected by the other members present at the general meeting,
 must preside at the general meeting.
- (4) In the event of the absence from a committee meeting of –
 - (a) the chairperson, the deputy chairperson; or
 - (b) if both the chairperson and the deputy chairperson, a committee member elected by the other committee members present at the committee meeting,
 must preside at the committee meeting.

29. Secretary

The secretary has the following duties —

- (a) dealing with the Society's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Society the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Society an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Society a record of committee members and other persons authorised to act on behalf of the Society, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Society, other than the financial records, financial statements and financial reports, as applicable to the Society;

- (h) maintaining full and accurate minutes of committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the committee.

Guidance note – Record of Office Holders - detailed information about what must be included in the record of office holders is included under rule 68.

30. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Society are collected and issuing receipts for those amounts in the Society's name;
- (b) ensuring that any amounts paid to the Society are credited to the appropriate account of the Society, as directed by the committee;
- (c) ensuring that any payments to be made by the Society that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Society complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Society's financial records, financial statements and financial reports, as applicable to the Society;
- (f) if the Society is a tier 1 association, coordinating the preparation of the Society's financial statements before their submission to the Society's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Society's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the committee.

31. Registrar

The Registrar must –

- (a) receive all registration and transfer applications for Friesian Warmblood horses to be registered with the Society;
- (b) maintain and update the register of all horses registered with the Society;
- (c) ensure the accuracy and completeness of registration applications prior to processing the registration of the horse;
- (d) keep and maintain a Registrar book with registration numbers, details and photographs of registered horses;
- (e) keep and maintain an electronic database of all horse registrations, including transfers and updates of horses;
- (f) print and forward registration certificates to members; and,
- (g) update forms as required and agreed by the committee.

Division 3 — Election of committee members and tenure of office

32. How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 38.

33. Nomination of committee members

- (1) At least 42 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the committee; and

- (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 28 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Society or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 33(2) or 34(2)(b).

34. Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Society.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Society may take over as the chairperson of the meeting.

35. Election of ordinary committee members

- (1) At the annual general meeting, the Society must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under subrule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

36. Term of office

- (1) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 38.
- (2) Subject to rule 37, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

Guidance Note – Committee members upon incorporation - *The committee members appointed on incorporation of the association will hold office until the conclusion of the first annual general meeting of the association and will be eligible for re-election.*

37. Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Society may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 27(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

38. When membership of committee ceases

A person ceases to be a committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the committee or is removed from office under rule 36; or
- (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

Act requirements – handing over documents and records – where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

39. Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 27(4) to fill a position on the committee that —
 - (a) has become vacant under rule 37; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 36(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) If the positions of secretary, treasurer and/or registrar become vacant after the application of subrule (1), or when a casual vacancy of these positions, within the meaning of rule 39 occurs:
 - (a) the committee may appoint a paid representative to a single vacant position;
 - (b) the committee may amalgamate these positions and appoint a paid representative to the single position created.
- (4) In the event that a paid representative is appointed to these positions singularly or as a combined position, that representative will:
 - (a) receive direction from the committee in respect of the business of the Society;
 - (b) not have discretionary decision-making authority in respect of the business of the Society;
 - (c) attend committee meetings and report to the committee at each committee meeting on the activities of the role/s;
 - (d) not have any voting rights of the committee;
 - (e) will maintain strict confidentiality in respect of the privileged information of the position/s;
 - (f) not be required to be a member of the Society.
- (5) Subject to the requirement for a quorum under rule 45, the committee may continue to act despite any vacancy in its membership.
- (6) If there are fewer committee members than required for a quorum under rule 45, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

40. Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

41. Payments to committee members

- (1) In this rule —

committee member includes a member of a subcommittee;

committee meeting includes a meeting of a subcommittee.

- (2) A committee member is entitled to be paid out of the funds of the Society for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a committee meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Society's business.

Division 4 — Committee meetings

42. Committee meetings

- (1) The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any 2 committee members.

43. Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

44. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and

- (c) cannot vote on any matter that is to be decided at the meeting.
- (7) As required under section 42 of the Act, a committee member who has a material personal interest in a matter being considered at a committee meeting, must –
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
- (b) disclose the nature and extent of the interest at the next general meeting of the Society.
- (8) Clause 43(7) does not apply in respect of material personal interest
- (a) that exists only because the member
- (i) is an employee of the Society; or
- (ii) is a member of a class of persons for whose benefit the Society is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Society.
- (9) Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.
- (10) Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

Act Requirements -Material Personal Interests of Committee Members

- *Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:*
 - *as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;*
 - *disclose the nature and extent of the interest at the next general meeting of the association*
 - *Under section 42(3) of the Act this rule does not apply in respect of a material personal interest*
 - (a) *that exists only because the member-*
 - *is an employee of the incorporated association; or*
 - *is a member of a class of persons for whose benefit the association is established; or*
 - (b) *that the member has in common with all, or a substantial proportion of, the members of the Association.*
 - *Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.*
- Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.*

45. Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

46. Quorum for committee meetings

- (1) Subject to rule 38(4), no business is to be conducted at a committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (2)(b); and
 - (b) at least 2 committee members are present at the meeting,those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a committee meeting is as notified to the Commissioner under section 7(4)(d) or 29(5)(d) of the Act.

47. Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

48. Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 43(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.

- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

Division 5 — Subcommittees and subsidiary offices

49. Subcommittees and subsidiary offices

- (1) To help the committee in the conduct of the Society's business, the committee may, in writing, do either or both of the following —
 - (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the committee —
 - (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

50. Delegation to subcommittees and holders of subsidiary offices

- (1) In this rule —

non-delegable duty means a duty imposed on the committee by the Act or another written law.
- (2) The committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the committee.

- (7) The committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

51. 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 Society'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 Society's activities during the preceding financial year; and
 - (ii) if the Society is a tier 1 association, the financial statements of the Society for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) 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 Society and other committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Society in accordance with the Act;
 - (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.

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. Failure to do so may result in a maximum fine of \$2,750 or such other amount as may be prescribed by the Regulations to the Act. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

52. Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.

- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Society must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).

53. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 51(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 32(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 53(7).

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

Act requirements – Notice to be given to reviewer or auditor – For Tier 2 and 3 associations – under section 86 of the Act a reviewer or auditor of an incorporated association is entitled to receive all notices of and other communications relating to any general meetings of the association that a member is entitled to receive.

54. Proxies

- (1) Subject to subrule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting, but not in relation to committee representative elections.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.

- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member must use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) The notice appointing the proxy shall be in the form set out in Appendix A.
- (8) Each proxy voter must sign the Proxy form by their own hand and the form must not be altered in any way.
- (9) Notice of a general meeting given to an ordinary member under rule 52 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (10) A form appointing a proxy must be returned to the secretary at least 24 hours before the commencement of the general meeting, and shall remain unopened until the commencement of the general meeting.
- (11) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Society not later than 24 hours before the commencement of the meeting.

55. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

56. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and

- (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a general meeting is as notified to the Commissioner under section 7(4)(c) or 29(5)(c) of the Act.

57. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 52.

58. Voting at general meeting

- (1) Subject to these rules, each member present in person and/or teleconference or by proxy at a general meeting is entitled to a deliberative vote according to the membership categories:
 - (a) Ordinary member is entitled to one vote per member
 - (b) Associate member is not eligible to vote
 - (c) Junior member is not eligible to vote
 - (d) Life member is entitled to one vote per member
 - (e) Family membership provides for one vote each per adult family member.
- (2) On any question arising at a general meeting —
 - (a) subject to subrule (6), each ordinary member has one vote unless the member may also vote on behalf of a body corporate under subrule (2); and
 - (b) ordinary members may vote personally or by proxy.
- (3) An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (4) A copy of the document by which the appointment is made must be given to the secretary before any general meeting to which the appointment applies.

- (5) The appointment has effect until —
 - (a) the end of any general meeting to which the appointment applies; or
 - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the secretary.
- (6) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (7) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (8) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (9) For a person to be eligible to vote at a general meeting as an ordinary member, or on behalf of an ordinary member that is a body corporate under subrule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 52; and
 - (b) must have paid any fee or other money payable to the Society by the member.

59. Postal voting for election of Committee Representatives

- (1) Voting for committee representative elections will only be by postal vote.
 - (a) Each postal vote must be filled out by the member in their own hand, and the separate identification slip signed by them.
 - (b) The voting form must not be altered in any way.
 - (c) The form must be posted to the Secretary.
- (2) A scrutineer shall be selected and approved by the committee.
 - (a) scrutineers shall be competent to act as scrutineers only for the meeting at which they are selected;
 - (b) The scrutineer shall be a financial ordinary member, life member or adult family member of the Society and shall not be a candidate for election;
 - (c) scrutineers shall count all votes cast by postal ballot and report the results to the chairperson;
 - (d) A candidate may nominate in writing to the secretary a scrutineer to represent him at the ballot;
 - (e) A scrutineer:
 - (i) may be present throughout the ballot and may query the inclusion or exclusion of any vote in the count but the Secretary shall have final determination of any votes so queried;
 - (ii) shall not place or remove any mark on a ballot paper;
 - (iii) shall not interfere with or attempt to influence any member at the time such member is casting their vote.
- (3) Voting procedure
 - In relation to committee representative elections;
 - (a) If the number of persons nominated in accordance with rules 34 and 35 for election to membership of the committee does not exceed the number of vacancies to be filled;
 - (i) the secretary must report accordingly to; and
 - (ii) the chairperson at the annual general meeting shall declare the nominated candidates to be duly elected as members of the committee.

- (b) If the number of persons nominated in accordance with rules 34 and 35 for election to membership of the committee exceeds the number of vacancies to be filled;
 - (i) the secretary must prepare a list of nominations and ballot papers.
 - (ii) the secretary will ensure these papers are sent by post to reach all eligible financial members at least 21 clear days before the scheduled annual general meeting.
- (c) Completed ballot papers must be returned to the secretary at least 48 hours before the proposed annual general meeting and in accordance with subrule 59.4(d).
- (d) The scrutineer shall count the votes at the annual general meeting in the presence of the secretary and report the results to the chairperson.
- (e) All votes shall be counted as primary votes of equal rank. The candidate receiving the highest number of votes shall be the successful candidate.
- (f) If two or more candidates receive the same number of votes, the secretary shall determine by lot the successful candidate.
- (g) If a candidate is successful in more than one ballot, that candidate shall be deemed the successful candidate for the higher or highest of such positions.
- (h) In the counting of votes for any lower position a successful candidate for a higher position shall be the first to be eliminated from the ballot for the lower position. In this circumstance the candidate receiving the next highest number of votes shall be elected in place of that excluded candidate.

(4) Ballot papers

- (a) Ballot papers for committee elections shall show the surnames and given names of each of the candidates nominated for each office in respect of which an election is necessary under subrule 59.3 (a) (ii) (a).
- (b) The secretary shall ensure ballot papers are distributed to members in accordance with subrule 59.3 (a) (ii) (b).
- (c) All votes shall be recorded by marking on the paper a tick;
 - (i) in the case of committee elections, opposite the name of each candidate of choice up to the number of candidates to be elected.
 - (ii) in any other case, in the box that indicates the members vote.
- (d) An envelope marked 'ballot paper only' shall be provided and shall have an attached slip for the signature of the member voting. The ballot paper shall be sealed in the envelope provided, the slip signed and the envelope returned to the secretary.
- (e) After the ballot is closed the secretary shall check and remove the signed slips attached to the envelopes and record the names of members who have voted. The secretary shall check the signatures and reject any informal ballot papers, and in the case of committee elections, the secretary shall hand over the envelopes to the scrutineer. The secretary shall retain the signed slips until the result of the ballot has been declared by the chairperson.
- (f) Any ballot shall be informal if it:
 - (i) arrives after the closing hour of the ballot, or
 - (ii) is completed by a member not entitled to vote, or
 - (iii) is not contained in the prescribed envelope, or
 - (iv) is not accompanied by the voter's signature on the attached slip and does not clearly reveal the identity of the voter on the outer envelope of a postal vote as instructed on the ballot paper; or
 - (v) does not comply with any instructions printed on the ballot paper.
- (g) Ballot papers which;
 - (i) show more candidates marked as voted for than the number permitted;
 - (ii) are defaced or mutilated as to prevent the intentions of the voter being ascertained;
 - (iii) carry any mark or means of identification of the voter on the ballot paper;
 - (iv) have more than one ballot paper in a single ballot paper envelope;

shall be deemed informal.

- (h) A ballot paper shall not be deemed informal only on account of a voter having used a mark other than a tick to indicate their vote so long as their intention is clear.

60. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Society with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—

- (a) to adopt these model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

61. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement decided by a majority of votes cast by spoken word of the identified current Member in attendance (whether in person and/or by teleconference) or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) A declaration by the chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (5).
- (4) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (5) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.

- (6) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (7) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (8) A declaration under subrule (2) or (5) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

62. Minutes of general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 54; and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 51(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Society's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

63. Source of funds

The funds of the Society may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

64. Control of funds

- (1) The Society must open an account in the name of the Society with a financial institution from which all expenditure of the Society is made and into which all funds received by the Society are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Society.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Society up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Society must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Society must be deposited into the Society's account within 5 working days after their receipt.

65. Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Society under Part 5 of the Act relating to the financial statements or financial report of the Society are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Society is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

Notes for this rule:

1. Under section 66 of the Act, an incorporated association must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

66. By-laws

Guidance Note – Status of By-laws - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

- (1) The Society may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —

- (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the Society's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Society and the auditing of the Society's accounts; and
 - (d) provide for any other matter the Society considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Society that are additional to, and do not restrict, a requirement imposed on the Society under Part 5 of the Act.
- (5) At the request of a member, the Society must make a copy of the by-laws available for inspection by the member.

67. Executing documents and common seal

- (1) The Society may execute a document without using a common seal if the document is signed by —
- (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (2) If the Society has a common seal —
- (a) the name of the Society must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —
 - (i) 2 committee members; or
 - (ii) one committee member and a person authorised by the committee,
 and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

68. Giving notices to members

- (1) In this rule —
- recorded** means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
- (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

69. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Society must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Society must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the committee.
- (4) The books of the Society must be retained for at least 7 years.

70. Record of office holders

Act Requirements – Record of office holders

Under section 58 of the Act an association must maintain a record of —

- *the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;*
- *the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and*
- *the name and address of any person who is appointed or acts as trustee on behalf of the association.*

Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

The record of committee members and other persons authorised to act on behalf of the Society that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

Note for this rule

Section 58 of the Act —

- (a) sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and
- (b) provides for members to inspect, make a copy of or take an extract from the record; and
- (c) prohibits a person from disclosing information in the record except for authorised purposes.

71. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Society, under section 58(3) of the Act; or
 - (c) any other record or document of the Society.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.

- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

Note for this subrule:

Sections 54(2), 54(3) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
- (a) that is directly connected with the affairs of the Society; or
 - (b) that is related to complying with a requirement of the Act.

Note for this subrule:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

72. Publication by committee members of statements about Society business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Society at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

73. Distribution of surplus property on cancellation of incorporation or winding up

Act Requirements – Distribution of surplus property

Under section 24(1) of the Act surplus property can only be distributed to one or more of the following —

- *an incorporated association;*
- *a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;*
- *a company holding a licence that continues in force under the Corporations Act section 151;*
- *a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;*
- *a body corporate that —*
 - *is a member or former member of the incorporated association; and*
 - *at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;*
- *a trustee for a body corporate referred to in paragraph (e);*
- *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.*

- (1) In this rule —

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

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

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

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

Note for this rule:

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

74. Alteration of rules

If the Society wants to alter or rescind any of these rules, or to make additional rules, the Society may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Note for this rule:

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Guidance Note – Alteration of Rules. *Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed.*



ARN: 166 952 478
IARN: A1015671D

APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION – rule 5

Australian Friesian Warmblood Horse Society Inc.

(Insert name of INCORPORATED ASSOCIATION)

I.....

(Insert APPLICANT'S name)

of.....

(insert APPLICANT'S residential or postal address - required under section 27 of the Associations Incorporation Act (1987))

apply to become a Member of the above Society.

If my application is accepted, I agree to be bound by the rules of the Society.

Signature:.....

Date:.....

Rule 5(2) The application must include a member's nomination of the applicant for membership.

Rule 5(3) The application must be signed by the applicant and the member nominating the applicant.

PROPOSED:

APPLICANT:

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, **must** be recorded in a register of members and be made available to other members, upon request, under section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Society can be wound up.
- You can contact the Society at.....
- You can access or correct personal information (your name and address) by contacting the Society as indicated above.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (Constitution) of the Society under section 28 of the *Associations Incorporation Act*.

If your application for Membership is rejected by the committee: You may give notice of your intention to appeal within 14 days of being advised of the rejection. The Society in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting.



ARN: 166 952 478
IARN: A1015671D

APPOINTMENT OF PROXY

Appendix A

I,
(Insert MEMBER'S name)

of.....
(Insert MEMBER'S address)

being a Member of the Australian Friesian Warmblood Horse Society Inc.
(Insert name of INCORPORATED ASSOCIATION)

APPOINT

.....
(Insert PROXY'S name)

who also is a member of the Society, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only **ONE** of the following)

at the General Meeting/s (and any adjournments of the meeting/s) on

.....
(Insert relevant date/s)

OR

in relation to the following resolutions

In favour:

Against:

.....
.....

.....
.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos, brief description or nominees' name/s)

Signature:.....
(of Member appointing Proxy)

Date:.....



ARN: 166 952 478
IARN: A1015671D

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

Australian Friesian Warmblood Horse Society Inc.

(Insert name of INCORPORATED ASSOCIATION)

is convening a General Meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at _____ a.m./p.m. on _____
the _____ 20____.

The meeting will take place at _____

SPECIAL RESOLUTION/S:

Currently rule.....states:

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

Currently rule.....states:

.....

.....

.....

It is proposed to alter this rule so that it states as follows:

.....

.....

.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION for MEMBERS

- Rule 54 allows for proxy votes. A proxy form is enclosed for you to nominate another Member to vote on your behalf if you cannot attend the meeting.
- The process for making alterations to the rules must comply with Part 3 Division 2 of the Act.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.