

**NEW SOUTH WALES COMPANIES ACT, 1961  
COMPANY LIMITED BY GUARANTEE  
MEMORANDUM**

AND

**ARTICLES OF ASSOCIATION**

OF

**THE ARABIAN HORSE SOCIETY OF AUSTRALIA LIMITED**

ACN 001 281 590

16/3/95

**1.** The name of the Company is

"THE ARABIAN HORSE SOCIETY OF AUSTRALIA LIMITED"  
(Hereinafter called the "Society").

**2.** The objects for which the Society is established are:-

**(1)** TO maintain the purity of Arabian Horses in Australia and elsewhere.

**(2)** IN furtherance of the objects of the Society to promote the improvement and popularity of Arabian Horses in Australia and elsewhere.

**(3)** TO promote in any way whatsoever, the interests of breeders of Arabian Horses.

**(4)** TO compile, print and publish a stud book or other registers of or relating to Arabian Horses in Australia and to collect and verify information regarding Anglo Arabian, Arabian Pony and/or part bred Arabian Horses in Australia and to compile, print and publish a stud book and/or register thereof and generally to collect, collate and publish information regarding Arabian, Anglo Arabian, Arabian Pony and/or part bred Arabian Horses.

**(5)** TO print and/or publish or make contributions to any newspapers, periodicals, books or leaflets and to publish whether in print type broadcast or otherwise howsoever any information which the Society may think desirable for the promotion of its objects.

**(6)** TO adopt such means of making known the objects and benefits of the Society as may seem expedient and to further otherwise the interests of members by advertising in the press by circulars by publications of books and periodicals by broadcasting by granting prizes rewards and donations and by other means.

**(7)** TO establish relations with societies having similar objects and with societies formed to promote the welfare of other breeds or of breeders of other horses and to encourage exchanges with any such societies and in particular with societies for the promotion of the welfare of Arabian Horses in any other country.

**(8)** IN furtherance of the objects of the Society to support and assist in the progress and the development of any agricultural show and in particular the Royal Shows of the various States of the Commonwealth and to promote competitions and to award prizes or to make contributions for that purpose.

**(9)** TO appoint judges and maintain a list of persons competent to act as judges of Arabian Horses at any Show whether promoted or sponsored by the Society or otherwise.

**(10)** TO hold and promote shows, exhibitions or sales of Arabian Horses and to offer prizes in respect of competition between Arabian Horses or between Arabian Horses and other breeds or cross breeds.

**(11)** TO register brands of all descriptions and copyrights for the use of the Society or of its members.

**(12)** TO conduct research into and disseminate information collected in relation to diseases, genetics, animal husbandry and feeding of Arabian Horses.

**(13)** TO take over the funds and the assets and liabilities of "The Arab Horse Society of Australia" an unincorporated body which has hereto before carried out functions similar to those for which the Society has now been formed.

**(14)** TO accept any gift or device of money or of any rest of personal property whether subject to any special trust or not for any one or more of the objects of the Society.

**(15)** TO open and maintain a banking account and to operate or allow the same to be operated upon in such a manner as the Society may determine.

**(16)** TO sell, improve, dispose of or otherwise deal with all or any part of the property and rights of the Society.

**(17)** TO appoint employ remunerate remove or suspend managers field officers clerks secretaries servants workmen and other persons as may be necessary or convenient for the

purposes of the Society.

**(18)** TO enter into any arrangement or agreement with any Governments or authorities whether central municipal local or otherwise or with any public or governmental body that may seem conducive to the carrying out of the Society's objects or for effecting any modification to the Society's objects or for effecting any modifications to the Society's Articles or any of them or of benefit to the Society directly or indirectly and to obtain from any such Government authority or body any rights privileges or concessions which may be deemed advisable or of benefit to the Society to obtain and to carry out exercise and make use of and to turn to account any such arrangement agreement rights, privileges and concessions.

**(19)** TO amalgamate with or enter into any arrangement for union of interest co-operation reciprocal concessions or otherwise with any society organisation or company formed for promoting interest in horses of any breed or engaged in or about to carry on or engage in any business altogether or in part similar to that carried on by the Society or any business which the Society is authorised to carry on.

**(20)** IN furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property assets or liabilities of any one or more of the companies institutions societies or associations with which the Society is authorised to amalgamate.

**(21)** IN furtherance of the objects of the Society to transfer all or any part of the property assets or liabilities of the Society to any one or more of the companies institutions societies or associations with which the Society is authorised to amalgamate.

**(22)** TO make donations for patriotic or charitable purposes.

**(23)** TO engage in any business transaction or activity capable of being conducted so as to directly or indirectly benefit this Society and to do so in such manner and upon such terms and conditions as may be thought fit.

**(24)** TO undertake and execute any trusts either gratuitously or otherwise the undertaking whereof may seem to the Society likely to be either directly or indirectly of benefit to it.

**(25)** TO draw make accept endorse execute and issue bills of exchange bills of lading and other negotiable transferable or mercantile instruments.

**(26)** TO purchase take or lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit any property or assets real or personal or any rights or privileges which may be considered of benefit to the Society and in particular and without effecting the generality of the foregoing any lands leases buildings easements copyrights trademarks design plant goods and stock in trade and to hold develop work or otherwise turn the same to account in any manner that may be deemed expedient or advisable and also to construct maintain repair alter add to or replace any offices conference room buildings chattels plant apparatus or equipment.

**(27)** TO borrow or raise money for the purpose of the Society in such manner and on such terms (and with or without security) as may be deemed fit and in particular to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Society's property (present and future or either) and to purchase redeem or pay off or agree to a variation of all or part of such securities.

**(28)** IN furtherance of the objects of the Society to sell improve manage develop exchange lease licence let on hire dispose of or otherwise deal with all or any part of the property and rights of the Society.

**(29)** TO take up or otherwise acquire shares stocks or any other form of capital in any other company having objects in whole or in part similar to those of this Society or carrying or empowered to carry on any business capable of being conducted so as directly or indirectly to

benefit this Society and to pay for such shares stock or capital either wholly or partly in cash shares stock debentures or otherwise howsoever as this Society may deem expedient.

**(30)** TO procure the Society to be registered or recognised in any country, State or place and to do all things necessary to effectively carry on business therein.

**(31)** TO invest the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be allowed by law and as may be determined by the Society.

**(32)** TO expend money in any way deemed fit by the Society with the view of improving the value of any business or property of the Society or of otherwise directly or indirectly advancing its interests.

**(33)** TO establish and support or aid in the establishment of support of associations institutions funds and trusts calculated to benefit employees or ex-employees of the Society of any subsidiary or predecessor in business of the Society or the dependants or connections of such persons and to grant pensions allowances and annuities either by way of annual or other periodic payment or a lump sum and to make payments towards insurance and generally to subscribe or guarantee money for any charitable benevolent or public objects whatsoever.

**(34)** TO carry on the business of caterers restaurant proprietors and to provide catering services at any Show or Exhibition sponsored by the Society and to obtain and hold any licence or permit necessary to enable the Society to carry on business as wine and spirit beer and mineral water merchants and retailers.

**(35)** TO insure against all such risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose as it shall think fit.

**(36)** TO do all or any of the above things in any part of parts of the Commonwealth of Australia or elsewhere as principal agent partner joint owner manager contractor trustee or in any other capacity whatsoever and by or through one or more Trustees subsidiary companies agents attorneys or otherwise howsoever and either alone or in conjunction with any other person or persons firm or firms or company or companies.

**(37)** TO do all such lawful acts deeds and things as are incidental or conducive to the attainment of the above objects or any of them or any such other acts deeds and things that might be conducive to the progress and welfare of the Society and its members.

**(38)** TO pay all costs and charges and expenses incidental to the formation establishment and registration of the Society.

**(39)** IT is hereby declared and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be independent main objects and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or in the name of the Society.

**3.** The powers set forth in the Third Schedule of the Companies Act, 1961 shall not apply to the Society.

**4.** Notwithstanding the generality of the objects of the Society as set out in Clause 2 hereof the Society shall not amalgamate with become a member of or support with its funds any company corporation society association or organisation which does not prohibit the distribution of its income and property amongst its members except to the extent provided in Clause 5 of this Memorandum or to any lesser extent.

**5.** The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend or otherwise howsoever by way of profit to the members of the Society PROVIDED

THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding a proper commercial rate nor prevent the payment of reasonable and proper rent for premises demised or let by any member of the Society to the Society but so that no member of the Board or governing body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Board or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let by the Society.

**6.** The liability of the members is limited.

**7.** Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding twenty dollars.

**8.** If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members except to the extent provided in Clause 5 of this Memorandum or to any lesser extent such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by such judge of the Supreme Court of New South Wales or the High Court of Australia as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

**9.** The full names, addresses and occupations of the subscribers are set out below and we the said subscribers, are desirous of being formed into a company in pursuance of this memorandum of Association.

**Names, Addresses, Occupations of Subscribers' Signatures, Subscribers' Witness**

**Leo**                      **Arthur**                      **Campbell Grant**                      **Manners**                      **Cockburn**  
 "Santarabia"                      9                      George                      Street  
 Great                      Western                      Highway PARRAMATTA                      NSW                      2150  
 Glanmire                      Solicitor  
 BATHURST                      NSW                      2795 Witness: E.M.Cockburn  
 Grazier  
 Witness: M.F.Campbell

**Paul**                      **Sydney**                      **James David**                      **Edwin**                      **Kemp**  
 "Arabian                      Park" "Homeleigh"  
 Price                      Lane HEATHCOTE                      VIC                      3606  
 AGNES                      BANKS                      NSW                      2753 Farmer  
 Primary                      Production Witness: G.H.Kemp  
 Witness: R. Bellamy

**John**                      **Harold**                      **Mathiske Charles**                      **Clarkson**                      **Readhead**  
 29                      Pritchard                      Street "Moree"                      General                      Store  
 SWAN                      HILL                      VIC                      3585 MUCHEA                      W.A.                      6501  
 Farmer                      Stud                      Breeder                      (Horses                      &                      Cattle)  
 Witness: Clifford B Bank                      Witness: A.F.McLean

**Charles**                      **Henry**                      **David**                      **Nye Geoffrey**                      **Stuart**                      **Tucker**  
 "Havilah"                      Newlands                      Stud,                      Badger                      Street  
 PONTVILLE                      TAS                      7405 PETERBOROUGH                      S.A.                      5422  
 Witness: E. Richard Clive                      Witness: J. Jenkins

**(Mrs)**                      **Erica**                      **Marjorie**                      **Williams John**                      **Albion**                      **Wyatt**  
 "Rockybar                      Arabians" "Rokeby"  
 Hodgson                      Vale WARWICK                      QLD                      4370  
 VIA                      TOOWOOMBA                      QLD                      4350 Chartered                      Accountant  
 Home-maker                      Witness: B. Matthews  
 Witness: R.M.Williams

Dated this 7th day of March 1975.

**NEW SOUTH WALES COMPANIES ACT, 1961**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
 OF  
**THE ARABIAN HORSE SOCIETY OF AUSTRALIA LIMITED**  
 INTERPRETATION:

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

"The Act" means the Companies Act, 1961  
 "The Society" means the Arabian Horse Society of Australia Limited.

"The Unincorporated Society" means the Arab Horse Society of Australia.  
"The Board" means the Board of Directors of the Society  
"Officers" includes the Chairman, Senior Vice-Chairman, Vice Chairman, Treasurer, Directors, Secretary and Auditor.  
"The Articles" means the Articles of Association as amended from time to time pursuant to the provisions of the Companies Act, 1961.  
"Member" means a person registered in the records of the Society as a member of the Society, but does not include a Junior Member.  
"Junior Member" means a person registered as a Junior Member of the Society.  
"person" includes a corporation and the Government of the Commonwealth or any State or any Government instrumentality.  
"The Regulations" means the Rules and By-Laws (if any) of the Society made in accordance with the Articles and in force for the time being.  
"Secretary" means the Secretary appointed by the Board pursuant to Article 61 hereof and, where the context reasonably permits, shall include any Acting Secretary or Assistant Secretary appointed by the Board.  
"financial year" means the period from the first day of January in any year to the thirty-first day of December in the same year.  
"in writing" and "written" includes printing lithography and other modes of reproducing or representing words in a visible form.  
Words importing the singular number only include the plural and vice versa.  
Words importing one gender only include the plural gender.  
Unless the context otherwise requires the expressions which are defined in the Act in force on the date of incorporation of the Society shall except for those expressions defined above have the same meaning when used in these regulations.

## **MEMBERSHIP**

**2.** The membership of the Society shall consist of Ordinary Members, Life Members and Associate Members. An Ordinary Member shall be any Member who is not a Life Member or an Associate Member. An Associate Member shall be a member who is a member of the Arabian Horse Society of Australia Ltd Judges Panel and who does not conduct any transactions other than membership with the Society.

**3.** Any person may apply for membership of the Society provided however that:-

**(a)** if two or more persons carrying on business in partnership become members of the Society as partners all of such partners shall for the purpose of these Articles be regarded as one member only and the partners who shall be entitled to exercise the rights and privileges of membership shall be such one of the partners who is for the time being and from time to time nominated as such in writing by all of the partners;

**(b)** if two or more members are joint owners of any horse all such joint members shall for the purpose of these Articles be regarded as one member only and the joint owner who shall be entitled to exercise the rights and privileges of membership shall be such one of such joint members who is for the time being and from time to time nominated as such in writing by all of the joint members

**4.** Notwithstanding anything to the contrary the Members of the Unincorporated Society at the date of its winding up shall become and be Members of the Society on its incorporation and shall not be required to apply for membership of the Society. Every member of the Unincorporated

Society who was a financial Member thereof at the date of its winding up shall be deemed a financial member of the Society on its incorporation.

**5.** The number of Members with which the Society proposes to be registered is 1,400 but the Board may from time to time register an increase in the number of Members.

### **LIFE MEMBERS**

**6.** Any person who in the opinion of the Board has rendered special service of at least ten consecutive years to the Society (which for the purposes of this Article, shall include the Unincorporated Society) and the Arabian breed of horses may by resolution of the Board carried by a majority of three-fifths of the Members of the Board be appointed a Life Member of the Society.

**7.** Every Life Member shall be entitled to all the privileges and be subject to all the duties and obligations of an Ordinary Member and shall not be liable for any subscription or levy except in respect of the guarantee contained in the Memorandum of Association.

### **JUNIOR MEMBERS**

**8.** Any person under the age of eighteen may apply to become a Junior member of the Society. A Junior Member is not a member of the Society and shall not be entitled to any of the rights and privileges of membership of the Society other than the right to register horses in the manner prescribed by the Regulations. A Junior Member is subject to all the duties and obligations of an Ordinary Member but shall not be liable for any levy or subscription other than that determined by the Board to be the annual subscription for junior membership of the Society. A Junior member shall cease to be a Junior Member one month after he attains the age of nineteen (19) years or upon his election as a Member of the Society whichever is the earlier.

### **ELECTION OF MEMBERS**

**9.** An applicant for membership or for junior membership of the Society shall apply in writing in the manner prescribed by the Regulations.

**10.** On receipt of an application for membership or junior membership, the Secretary shall send a list of the names and addresses of the applicants to the Board by the end of the month. If no objection is received by the Secretary from the Board by the tenth day of the following month the applicants shall be elected as Members or Junior Members as the case may be.

**11.** Immediately upon the election of a member in accordance with Article 10 hereof the Secretary shall give such member notice of his election together with a copy of the Memorandum and Articles of Association and the regulations of the Society.

**12.** Every person elected as a Member or Junior member of the Society shall pay to the Secretary the entrance fee (if any) together with the annual subscription for membership of the Society. If the full amount so payable is not received by the Secretary within fourteen days of the date of the election of the member or Junior member, the election shall be declared null and void.

**13.** The entrance fee and the annual subscription shall be such amounts as the Board may decide.

**14.** Any person elected a member or Junior Member of the Society shall if he is elected after the expiration of six months from the date of commencement of the financial year in which he is elected pay one half only of the annual subscription in respect of that financial year.

**15.** A register of Members and Junior Members shall be kept by the Secretary and the names and addresses of every Member and every Junior member shall be recorded in the appropriate register. Each register shall be kept at the office of the Society and shall be available to members for inspection at all reasonable times. Each Member and each Junior Member shall notify the Secretary of any change of address and every such change shall be recorded in the appropriate register.

## **CONDUCT OF MEMBERS AND JUNIOR MEMBERS**

**16.** Each Member and Junior Member shall strictly observe and act in accordance with the Articles and Regulations. If any Member or Junior Member shall wilfully refuse or neglect to comply with the Articles or Regulations or shall be guilty of conduct which in the opinion of the Board is unbecoming of a member or Junior Member or is contrary to the best interests of the Society or if a Member or Junior Member is convicted of an offence involving neglect or cruelty to horses he may be called upon by the Board to resign within such period not being less than 30 days as the Board shall decide and at the expiration of such period the member or Junior Member shall unless the Board otherwise directs cease to be a Member or or Junior Member.

**17.** Every Member and Junior Member shall pay forthwith to the Secretary upon request all fines and penalties and other monies that may from time to time become payable by him pursuant to the provisions of the Articles.

If any Member or Junior Member has not paid his membership subscription on or before the due date then he shall become an unfinancial member and shall cease to be entitled to any of the right and privileges but shall remain liable for all the obligations and responsibilities of membership of junior membership as the case may be until the expiration of six months following the due date whereupon if he has not paid his membership subscription he will cease to be a Member or Junior Member as the case may be.

## **TERMINATION OF MEMBERSHIP**

**18.** A Member or Junior Member shall cease to be a Member or Junior Member as the case may be:-

- (a) if he shall resign by notice in writing to the Secretary to that effect.
- (b) if he should die
- (c) if he becomes of unsound mind.
- (d) if he shall not have paid any fine payable by him within three months of his being called upon by the Secretary so to do and if the Board shall resolve that such person be no longer a Member or Junior Member of the Society.
- (e) if he shall not have paid his membership subscription in respect of the financial year before the expiration of two months following the due date.

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

**19.** A person who has ceased to be a Member or Junior Member shall:-

- (a) Not be entitled to any of the rights and privileges of a Member or Junior Member.
- (b) Remain liable for and shall pay to the Society all monies whatsoever for which at the time of his ceasing to be a Member or Junior Member he is or might become liable.

## RE-ADMISSION TO MEMBERSHIP

**20.** Any applicant for re-admission to membership or junior membership shall pay in full, all monies that may be due by him including any unpaid subscriptions outstanding at the termination of his membership or junior membership to the Society

## BOARD

**21.** There shall be a Board comprised of ten Directors distributed as follows:-

3	members	resident	in	New	South	Wales
2	members		resident		in	Queensland
2	members		resident		in	Victoria
1	member	resident		in	South	Australia
1	member		resident		in	Tasmania
1	member	resident		in	Western	Australia

(For the purposes of this Article, New South Wales shall be deemed to include the Australian Capital Territory.)

**22.** Directors elected by the Society shall hold office for a term of two years subject to Article

23. The term of office of a Director shall commence immediately after the close of the Annual General Meeting of the Society at which he was elected and shall end at the close of the second Annual General Meeting of the Society after that at which he was elected.

**23.** At each Annual General Meeting, the following Directors shall retire:-

(a) All Directors elected to office at the next but one preceding Annual General Meeting.

(b) Any Director appointed by the Board pursuant to Article 44.

(c) If the total number of Directors retiring under sub-clauses (a) and (b) hereof is less than five then such of those Directors elected at the preceding Annual General Meeting shall retire as shall be necessary for the total number of retiring Directors to be five and also for the number of retiring Directors to include one from Queensland and one from Victoria and at least one but no more than two from New South Wales.

(d) The Directors liable to retire under sub-clause (c) hereof shall be selected by ballot of chance and in any situation that may arise where a choice must be made between any two or more Directors from any one State as to which is liable to retire under sub-clause (c) hereof then that choice also shall be by ballot of chance.

(e) If the Secretary shall not have received sufficient nominations of members eligible for election to the Board so as to maintain the constitution of the Board specified in Article 21 hereof then the provisions of Article 44 shall apply.

(f) For the purposes of this Article "Annual General Meeting" shall include the Annual General Meeting of the Unincorporated Society.

**24.** Any retiring Director shall be eligible for re-election to the Board.

**25.** The first Chairman, Vice-Chairman, Honorary Treasurer, Directors and Secretary of the Society shall be those persons holding the equivalent offices in the Unincorporated Society at the time of its winding up and they shall be deemed to have been appointed pursuant to and hold office subject to the Articles.

## ELECTION TO THE BOARD

**26.** Nomination for elections to the Board shall be in writing in the manner prescribed by the

Regulations and shall be forwarded to the Secretary postage pre-paid or may be lodged personally so that in either case same shall be received at the Society's office no later than 4 pm on the last working day of October of each year preceding the election. Nominations shall be accompanied by the written consent of the Member nominated and a biographical note of not more than 200 words, such note to be approved by the Board.

**27.** Only a Member may nominate a candidate for election to the Board.

**28.** Only Members who are owners of a Pure Bred Arabian Breeding Horse or Horses shall be eligible for election to the Board.

**29.** No Member from a Stud, Partnership, Company, Corporation, Society or Body may hold office of Director conjointly with another Member from the same Stud, Partnership, Company, Corporation, Society or Body.

**30.** If the nominations of candidates from any State are only as many as the number of positions on the Board allotted to that State then those candidates shall be deemed elected and shall not be included in the ballot.

**31.** Before the end of December, the Secretary shall issue ballot papers for the election of as many Directors as shall retire at the following Annual General Meeting pursuant to Article 22 and 23 but subject to Article 30 hereof and each ballot paper shall set out the surname (followed by the Christian names or initials) in alphabetical order of the Members nominated for election to the Board and not automatically elected pursuant to Article 30. The ballot papers and instructions for voting shall be posted to every Member within seven days of the issue of the ballot papers. The method of voting shall be such as is prescribed by the Regulations. The ballot shall close at 4 o'clock in the afternoon on the last day of January in each year.

**32.** The Chairman shall by Memorandum in writing appoint a Returning Officer and each candidate shall be entitled to nominate one scrutineer to superintend the taking of the ballot. If no candidate so nominates then the Chairman shall nominate one scrutineer.

**33.** The returning officer after counting the votes shall certify in writing to the Chairman at the Annual General Meeting the result of the ballot and the Chairman shall declare elected as many candidates as there are retiring Directors being the candidates elected pursuant to Article 30 and those candidates whose respective totals of ballots exceeded those of other candidates.

**34.** The decision of the returning officer shall be final and binding in respect of all matters affecting the election.

## **POWERS OF THE BOARD**

**35.** Subject to the Memorandum and Articles of Association of the Society the management of the business and the control of the finances and affairs of the Society shall be vested in the Board which may exercise all such powers and do all such things as may be exercised or done by the Society as are not hereby or by the Act expressly directed or required to be exercised or done by the Society in general meeting. In particular and without prejudice to the generality of the foregoing the Board may at its discretion exercise every borrowing power vested in the Society by its Memorandum of Association permitted by law together with the collateral power of mortgaging and charging the assets of the Society.

**36.** The Board shall have the power to make, alter and repeal from time to time all such Regulations as it may think fit for the proper conduct and management of the Society subject only to the Act and the Memorandum and Articles of the Society in particular.

**(a)** Printing and publishing the Stud Book.

**(b)** Prescribing the fees to be payable in respect of registrations, transfers and other charges as may be deemed necessary.

(c) Prescribing the conditions upon which animals will be accepted for and the circumstances in which animals will be rejected from registration in the Register.

**37.** Until otherwise determined by the Board, the Regulations of the Unincorporated society in force at the date of its winding up shall be and they are insofar as they are not inconsistent with or repugnant to the Articles or the Memorandum of Association of the Society hereby adopted as the Regulations of the Society and shall be deemed duly made by the Board.

**38.** The Secretary shall as soon as practicable by such means as the Board shall from time to time direct notify each Member of any regulation made and of any alteration of or amendment to any regulation made by the Board.

**39.** The Board may from time to time appoint two or more of its members to act as trustees of any property belonging to or under the control of the Society.

**40.** The Board may from time to time appoint any one or more of its members to act as attorneys for such purposes as it shall determine.

**41.** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two of the Chairman, the Honorary Treasurer, the Secretary and any other person appointed by the Board for the purpose.

**42.** The Board may appoint committees and may fix the quorum thereof and may delegate any of its powers to such committees and may make rules for regulating the proceedings of the committees and the Chairman shall be an ex-officio member of committees.

**43.** All acts done by any meeting of the Board or of a sub-committee or by any persons as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or of the sub-committee or person acting as aforesaid or that the members of the Board or any of them were disqualified from so acting, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

## **VACANCY ON THE BOARD**

**44.** If a vacancy occurs the Board may, subject to Articles 21, 28 and 29 appoint as a Director, a member who resides in that State of Australia in which had resided the member who ceasing to be a Director had created the vacancy. Any such appointee shall hold office until the close of the next ensuing Annual General Meeting of the Society.

**45.** The Board may act for any purpose notwithstanding the occurrence of any vacancy amongst the Directors.

**46.** A member of the Board may resign by posting a notice of his intention to resign to the registered office of the Society or lodging such notice at the said office and the resignation shall have effect upon the expiration of thirty days from the date of posting such notice or the date on which the notice is lodged at the registered office of the Society or upon its earlier acceptance by the Board.

**47.** The office of a member of the Board shall be vacated:-

(a) if he resigns his office by notice in writing to the Society

(b) if he ceases to be a member of the Society or be suspended or excluded for any period from membership.

(c) if he be absent from two consecutive meetings of the Board without applying for leave of absence in writing or by telegram.

(d) if at a meeting of the Board specially convened for that purpose, at which not less than eight (8) members of the Board are present, a resolution be passed by a majority of not less than

three-fourths of those present and voting declaring the office of such Director vacated.  
**(e)** if he becomes bankrupt or makes any arrangement or composition with his creditors generally.

**(f)** if he becomes prohibited from being a Director of a company by reason of any order made under the Act.

**(g)** if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

**(h)** if he is directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a Director shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Society if he shall have declared the nature of his interest in the matter required by the Act.

**(i)** if he ceases to reside in the State of Australia where he was resident at the time he was elected.

## **PROCEEDINGS OF THE BOARD**

**48.** The Board shall meet at least once in each financial year and may meet so often and at such times and at such place or places as it may from time to time determine. In default of the Board nominating the time and place of any such meeting, the Secretary shall determine the same and notify the Directors thereof.

**49.** The Secretary shall convene a Board Meeting if directed by the Chairman or by any three Directors.

**50.** At all meetings of the Board except those at which a resolution under Article 47(d) is to be put to the Board six Directors shall represent a quorum. In the event of a quorum not being present within half an hour of the time appointed, the Chairman, or in his absence, the senior Vice-Chairman present at the meeting shall postpone the meeting to such date; time and place as may be considered by him to be suitable.

**51.** The Chairman at any meeting of the Board shall be the Chairman of the Society or if at any meeting he is not present within 10 minutes after the time appointed for holding the meeting the senior Vice-Chairman present at the meeting but if he be similarly unavailable then the meeting shall elect a chairman from the members present and the chairman may perform all the duties and exercise the discretion of the Chairman.

**52.** At all meetings of the Board the Chairman's ruling shall be final in all matters of order and practice.

**53.** The Board may by resolution from time to time adjourn its meetings to such time and place as the Board may think fit. Business on the agenda for any Board Meeting which has not been completed or dealt with at such meeting may be completed or dealt with as the case may be at any such adjourned meeting.

**54.** Subject to the Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. Each Director shall have one vote except that in case of an equality of votes the chairman of the meeting shall have a casting vote.

**55.** If at any meeting of the Board a poll is demanded by any Director it shall be taken in such manner as the chairman shall direct.

**56.** No objections shall be made to the validity of any vote except at the Board meeting at which such vote is tendered and every vote not disallowed at such meeting shall be valid for all purposes whatsoever.

**57.** No Director shall be entitled to vote at any meeting of the Board or of any committee or of any sub-committee or to be elected an office bearer unless his subscription has been paid for the current financial year.

**58.** A Director shall not vote in respect of any contract or proposed contract with the Society in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

**59.** A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

**60.** Any Director may give to the Secretary at least sixty days notice of any resolution which he intends to submit to a meeting of the Board but this provision shall in no way prejudice the right of any Director to raise any matter at a meeting of the Board without having given such notice.

**61.** Minutes of the proceedings of the Board shall be recorded by the Secretary in a Minute Book kept for the purpose. The Minutes shall be verified and signed by the chairman of the meeting to which they relate or be verified at the next succeeding Board Meeting and signed by the chairman of that meeting. When signed, the Minutes shall be prima facie evidence of the facts stated therein.

## **SUB-COMMITTEES**

**62.** The Board may delegate any of its powers to a sub-committee consisting of such member or members of the Board as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

**63.** Chairman of sub-committees shall be nominated by the Board. If at any meeting of a sub-committee the Chairman is not present within ten minutes after the time appointed for holding the meeting the members present may choose one of their number to be chairman of the meeting.

**64.** A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

## **CHAIRMAN, VICE-CHAIRMAN AND TREASURER**

**65.** A Chairman, Senior Vice-Chairman and a Vice-Chairman shall be elected annually by the Board, amongst the Directors present at the first meeting of the Board after the Annual General meeting of the Society. The Chairman and each Vice-Chairman shall hold office until the close of the Annual General Meeting next succeeding the date of his election.

**66.** The Board shall elect an Honorary Treasurer who shall hold office until the close of the Annual General Meeting next succeeding the date of his appointment.

**67.** Subject to the Articles the functions of the Honorary Treasurer may be prescribed by the Board.

**68.** Neither the office of Chairman nor the office of Treasurer shall be occupied by the same person for more than three consecutive years

## **GENERAL MEETINGS**

**69.** The Annual General Meeting of the Society shall be held in each calendar year within a

period of four calendar after the end of the financial year at such time and place as the Chairman of the Board shall direct.

**70.** The Board may convene an Extraordinary General Meeting of the members of the Society if and where it shall think it desirable to do so or if so directed by the Chairman or by a direction in writing signed by at least ten percent of the members of the Society entitled to vote at a General Meeting.

**71.**

(a) A General Meeting may be convened by not less than twenty one day's notice in writing specifying the date, time and place at which such meeting shall be held.

(b) Notice of a General Meeting shall be given to every financial member.

(c) A Notice shall be deemed to have been given to a Member if it is:

(i) delivered to such member personally; or

(ii) addressed to such Member at his address which appears on the Society's register and is either delivered to that address or posted by prepaid post to such member. Any notice so posted shall be deemed to have been given to the addressee at the expiration of twenty-four hours from the time of posting.

(d) No other person shall be entitled to receive notices of General Meetings.

**72.** Wherever practicable the notice convening the meeting shall state the nature of any special business to come before the meeting,

**73.** The Chairman at any meeting of the Society shall be the Chairman or if he is not present within ten minutes of the time appointed for holding the meeting the Senior Vice-Chairman who is present or if he is similarly unavailable then the Vice-Chairman or if he is similarly unavailable, then a Director present and elected at the meeting.

**74.** At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) By the Chairman; or

(b) By at least three Members present in person or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

**75.** If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

**76.** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

**77.** The Board may consult the members at any time by ballot in lieu of a General Meeting. Any such ballot shall be taken in such manner and in accordance with such conditions as the Board may prescribe.

## **QUORUM OF GENERAL MEETINGS**

**78.** The quorum of a General Meeting of the Society shall be **thirty persons present in person.\*** If a quorum is not present within ten minutes after the time set down for holding the meeting if convened upon the requisition of member shall be dissolved. In any other case it shall stand

adjourned to a day and hour and at a place fixed by the majority of the members present and at such adjourned meeting the members present shall form a quorum.

**\*Change made at AGM 2003**

**79.** The chairman of any General Meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. No poll shall be demanded on any question of adjournment.

## **PROXIES**

**80.** Members may by proxy attend and vote at meetings of the Society.

**81.** Proxies shall be in such form as is prescribed by the Board and shall be signed by the member appointing the proxy.

**82.** A form of proxy shall accompany each notice sent to members convening a General Meeting of Members.

**83.** No proxy shall be effective unless received by the Secretary at least twenty-four hours prior to the opening of the meeting at which it is intended to be used.

**84.** A proxy may be given in respect of one or more specified meetings or may be given to apply to all meetings held within a specified period.

**85.** No person shall be eligible for appointment as proxy to attend a General Meeting unless such person be a Member of the Society.

## **DIVISIONS**

**86.** The Board may authorise the formation by members of the Society of associations which may be termed 'Divisions of the Society' in areas where in the opinion of the Board the membership of the Society is sufficiently large to warrant the formation of such associations. Such associations shall be independent of the Society which shall incur no liability in respect of them. No such association shall be formed by any Member of the Society for the purposes of promoting the Arab Breed or Horses nor may such association incorporate the name of the Society in the title of such association except with the written authorisation of the Board which authorisation may at any time be revoked. Such associations authorised by the Board shall be responsible for their own control and management.

## **SECRETARY**

**87.** There shall be a Secretary of the Society who shall be appointed by the Board for such term and at such salary and upon such conditions as the Board may from time to time think fit. The Board shall have power at any time to revoke any such appointment and to make a fresh appointment.

**88.** The Board may at any time as the occasion may require appoint and dismiss an Acting Secretary or an Assistant Secretary.

**89.** The Secretary shall perform such functions as he may from time to time be directed by the Board to perform.

## **ACCOUNTS AND AUDIT**

**90.** The Board shall cause proper accounting and other records to be kept and shall send to every member with the notice of convening the Annual General Meeting of the Society a copy of every Profit and Loss Account and Balance Sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's Report thereon as required by the Act, provided however the Board shall cause to be made out and laid before each Annual General Meeting a Balance Sheet and Profit and Loss Account made up to a date not more than five months before the date of the Annual General Meeting.

**91.** The Board shall from time to time determine at what time and place and under what conditions and regulations the accounting and other records of the Society shall be open to the inspection of members not being members of the Board.

## **REGISTERED OFFICE**

**92.** The office of the Society shall be at such place as the Board may from time to time determine.

## **SEAL**

**93.** The Board shall provide for the safe custody of the seal of the Society which shall only be used by the authority of the Board or a sub-committee of the Board authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be counter-signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose and a record shall be made of details of the affixation.

## **BANK ACCOUNT**

**94.** The bank account of the Society shall be operated upon by cheques and other instruments in such manner and by such persons as the Board from time to time determine and subject thereto shall be operated upon by cheques in the name of the Society signed by any two of the following:-

The Chairman, The Honorary Treasurer, The Secretary and any other person authorised by the Board for that purpose.

## **STUD RECORDS**

**95.** A member shall be required to keep proper records of his stud breeding activities and all such records shall be open for inspection to any person authorised by the Board to inspect the same and any such persons shall be at liberty to take such copies thereof or extracts therefrom as he may think fit.

## **STUD BOOK**

**96.** The Board shall keep or cause to be kept the Stud Book of the Society and may from time to time make Regulations governing the maintenance thereof the information to be recorded

therein and the eligibility of animals for registration or entry therein.

**97.** The Board shall whenever it considers it appropriate so to do print and publish a volume of the register containing such records of registration as have been recorded in the Register since the then last published volume.

**98.** The Board may include in any volume any matter which it considers appropriate.

## **INDEMNITY**

**99.** Officers of the Society shall, subject to approval by the Board be entitled to be indemnified out of the funds of the Society and by members jointly against all loss and liability bona fide and properly incurred in the carrying out of their functions on behalf of the Society.

## **WINDING UP**

**100.** The provisions of Clause 8 of the Memorandum of Association relating to winding up or dissolution of the Society shall have effect and be observed as if the whole were repeated in the Articles.

We, the several persons whose signatures are subscribed to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

## **SUBSCRIBERS' SIGNATURES, WITNESS**

<b>L.A.</b>		<b>Campbell Grant</b>		<b>Cockburn</b>
'Santarabia'		9	George	Street
Great	Western	Highway PARRAMATTA	NSW	2150
Glanmire		Witness: E.M.Cockburn		
BATHURST	NSW	2795		
Witness: M.F.Campbell				

<b>P.S.</b>		<b>James J.H.</b>		<b>Mathiske</b>
'Homeleigh'		7	High	Street
HEATHCOTE	VIC	3606 SWAN	HILL	VIC
Witness: G.H.Kemp		Witness: Clifford B. Banks		3585

<b>Charles</b>	<b>H.</b>	<b>Nye C.C.</b>		<b>Readhead</b>
74	Derwent	Street General		Store
NEW	NORFOLK	TAS	7450 MUCHEA	W.A.
Witness:E. Richard Clive		Witness: A.F.McLean		6501

<b>G.</b>		<b>Tucker Erica</b>		<b>Williams</b>
5	Badger	Street Rockybar		Arabians
PETERBOROUGH	S.A.	5422 Hodgson		Vale
Witness: J.Jenkins		Via	TOOWOOMBA	QLD
		Witness: R.M.Williams		4350

Dated this 7th day of March 1975.