

Notice of General Meeting

The Arabian Horse Society of Australia Ltd ACN 001 281 590

Date: Saturday 17th April, 2021

Time: 1.00 pm AEST

Place: Zoom meeting platform – registration for Members (one registration per membership), using the link below, prior to 4.00pm on Tuesday 13th April 2021 is essential in order that member eligibility can be confirmed:

https://us02web.zoom.us/meeting/register/tZcvf-ySpzIqHtEM70Wtxw_B_pBtv0ZaxKjY

Notice

- 1.1 The Annual General Meeting (AGM) of the Arabian Horse Society of Australia Ltd (AHSA) ACN 001 281 590 will be held on Saturday 17th April 2021 at 1.00 pm AEST via a Zoom webinar platform.
- 1.2 Members may appoint another member who is attending the AGM in person as their proxy in accordance with the Memorandum and Articles of Association of the AHSA.

Business

- 1.3 Motion **to approve the minutes of the 2020 Annual General Meeting of The Arabian Horse Society of Australia Ltd.**
- 1.4 To consider the financial report and Directors' reports for the year ending 31 December 2020
- 1.5 Motion to appoint the Auditors for 2021
That Bradfield Partners Pty Ltd be appointed as Auditor of the Company.
- 1.6 Enclosed with this notice is an itemised agenda of the upcoming AGM.
- 1.7 Notice is hereby given pursuant to section 249(1) of the *Corporations Act 2001* (Cth), that at the upcoming AGM, it is intended that the following motion be proposed as a Special Resolution:
Motion moved by Helen Rutland
That clause 13 in the AHSA Ltd Constitution be amended in order to reduce the amount of Directors from 10 to 8 as per the amended clause 13 and schedule attached to the motion:
The amended clause 13 and schedule, to be voted on, are listed at the end of this document.
- 1.8 Notice is hereby given pursuant to section 249(1) of the *Corporations Act 2001* (Cth), that at the upcoming AGM, it is intended that the following motion be proposed as a Special Resolution:
Motion moved by Kevin Howard
That clause 13.3 (c) in the AHSA Ltd Constitution be amended to read:
"have been a Member for the preceding three years in any Membership Class."
- 1.9 Enclosed with this notice is a copy of the Constitution of the Society.
- 1.10 Under the *Corporations Act 2001*, a special resolution is required to change the constitution of the Company. For a special resolution to be valid, the special resolution must be passed by at least 75% of the votes cast by Members entitled to vote (whether by Members present at the AGM or by proxy).

Appointment of proxy

- 1.11 Members are reminded that:
 - (a) A member who is entitled to vote at the AGM may appoint one proxy.
 - (b) The person appointed as a proxy is required to be a member of the AHSA.
 - (c) The proxy appointment form can be found on the Society website under **News**
 - (d) The proxy appointment form under which it is signed must be received by the Company, at least 24 hours before the time for holding the AGM, at:
 - (i) the Company's registered office, Unit 12, 40 Bowman Street, Richmond 2753;
 - (ii) the Company's postal address, PO Box 415 Richmond NSW 2753; or
 - (iii) the email address: secretary@ahsa.asn.au

General Information

- Reports will be published on the AHSA Ltd website for members to access under News
- Due to the difficulty in facilitating multiple questions from the floor, questions for the AGM relating to the audited Financials or any of the Reports are required to be submitted to the AHSA Ltd **prior to 4.00pm on Tuesday 7th April** by emailing secretary@ahsa.asn.au .
- To register an apology please email secretary@ahsa.asn.au

Documentation relating to Agenda Item 1.7 –

Amended Clause 13 & schedule

13 Board of Directors

13.1 Definitions

In this clause 13, unless the contrary intention appears:

- At Large Director** means a Director who is not a Resident Director
- Board Residency Requirements** has the meaning given in clause 13.2
- (c) **Board Transition Period** means the period from the date this clause 13 of the constitution is adopted by the Society until the Board is constituted in the manner as set out in Table C of clause 1 of Schedule 1.
- (d) **Election** means an election of one or more Directors to the Board, held by any method determined by the Board from time to time (including an election conducted by ballot or through an online voting process,
- (e) **Resident** means, in relation to a state or territory in Australia, a person who has their 'domicile' and 'permanent place of abode' (as those terms are interpreted for the purposes of the Australian Tax Office's "Taxation Ruling IT 2650") in that state or territory in Australia.
- (f) **Resident Director** means a Director who is Resident in a relevant state or territory in Australia and who is elected pursuant to this clause 13 to satisfy the Board Residency Requirements.

13.2 Composition of the Board

The Board must at all times be comprised of the number of Resident Directors and At Large Directors (as applicable), in respect of the relevant years, set out in clause 1 of Schedule 1 (**Board Residency Requirements**):

13.3 Eligibility of Directors

- (a) To be eligible to be appointed as a Resident Director, a person must:
- be eligible to be a director of a company under the Corporations Act;
 - be a Resident in a relevant state or territory to satisfy the Board Residency Requirements (as applicable having regard to the Board position(s) available from time to time);
 - have been a Member for the preceding five years in any Membership Class;
 - have owned an Arabian Bred Horse within the preceding ten years, as registered in the Stud Book or Register; and
 - not be Related to a current Director, unless the current Director will retire at the Election in which the nominee may be elected.
- (b) To be eligible to be appointed as an At Large Director, a person must satisfy the requirements set out in clause 13.3 (a) other than clause 13.3 (a) (ii) and must Reside in a state or territory in Australia.

13.4 Nomination of Directors

- (a) Subject to clauses 13.6(b) and 13.6 (c), the terms of office of Directors are to be staggered:
- during the Board Transition Period, in accordance with clause 2 of Schedule 1; and
 - after the Board Transition Period:
 - in odd years, the term of office of the following Directors will expire and nominations will be called for:
 - 1 Resident Director in respect of New South Wales or the Australian Capital Territory;
 - 1 Resident Director in respect of Queensland;
 - 1 Resident Director in respect of Victoria; and
 - 1 At Large Director
 - in even years, the term of office of the following Directors will expire and nominations will be called for:
 - 1 Resident Director in respect of South Australia or the Northern Territory;
 - 1 Resident Director in respect of Tasmania;
 - 1 Resident Director in respect of Western Australia; and
 - 1 At Large Director
- (b) Nominations for election to the Board must:
- specify the state or territory in which the nominee is a Resident;
 - be in writing;
 - be in a manner prescribed by the Regulations;
 - be provided to the Secretary by pre-paid postage or electronically;
 - be provided to the Secretary no later than the last day of October of each year (or any other date notified by the Board from time to time); and

- (vi) contain any further information as requested by the Secretary.
- (c) A nominee who is not eligible to be a Resident Director but who otherwise complies with the requirements of clause 13.4, is automatically nominated for any At Large Director position at the same Election.
- (d) A nominee who is eligible to be a Resident Director but who otherwise complies with the requirements of clause 13.4, is, in addition to being nominated for any relevant open Resident Director position, automatically nominated for any At Large Director position at the same Election.
- (e) If two or more nominees are Related, only the nomination that was first received by the Secretary shall be accepted.
- (f) Any nomination for election to the Board:
 - (i) that does not strictly comply with this clause 13.4; or
 - (ii) in respect of a person who does not meet the eligibility requirements under clause 13.3, in each case as determined by the Board, shall be null and void.
- (g) A retiring Director pursuant to clause 13.6(b)(ii) or 13.6 (c)(ii) is eligible for nomination pursuant to this clause 13.4.

13.5 Election of Directors

- (a) Each year, the Members will appoint Directors through an Election.
- (b) Before the last day of September of each year, the Secretary will call for nominations in accordance with clause 13.4 in respect of the Directors whose term of office will expire at the conclusion of the next Annual General Meeting following the Election pursuant to clause 13.6.
- (c) Before the last day of December of each year, the Secretary shall issue ballot papers or cause online voting facilities to be available, as required by the Board, for the Election of Directors nominated in accordance with clause 13.4 with the ballot or online voting to be closed at 4.00pm (Sydney time) on 31 January in the subsequent year.
- (d) Members with voting rights under clause 7.4 are entitled to vote at an Election of Directors.
- (e) If a person is nominated for both a Resident Director position and an At Large Director position, and would be appointed for both positions, the Resident Director position takes precedence and the person is appointed to that position, and the nominee with the next highest number of votes for the At Large Director position will be appointed to that position.
- (f) If the number of nominee(s) for At Large Director position(s), or nominee(s) for Resident Director position(s) for a state or territory (as applicable), are only as many as the number of open At Large Director positions or open Resident Director positions in respect of that state or territory (as applicable) to maintain the Board Residency Requirements, then that nominee or those nominees (as applicable) shall be deemed elected and will not be included in the Election vote.
- (g) If the number of nominees exceed the number of positions open for nomination to maintain the Board Residency Requirements, in respect of:
 - (i) Resident Director positions, then:
 - (A) the nominees will be included in the Election vote, and
 - (B) the nominee or nominees (as applicable) from that state or territory with the highest number of votes received in the Election will be appointed as a Resident Director
 - (ii) At Large Director positions, then:
 - (A) the nominees will be included in the Election vote, and
 - (B) the nominee or nominees (as applicable) with the highest number of votes received in the Election will be appointed as an At Large Director.
- (h) If there is a tie in the number of votes received between nominees in respect of either a Resident Director position or an At Large Director position (as applicable), the Board will direct the Secretary to:
 - (i) issue ballot papers; and/or
 - (ii) cause online voting facilities to be available,for a separate vote between the tied nominees for appointment as a Resident Director position or an At Large Director position (as applicable), which will be determined pursuant to clause 13.5(g).

13.6 Term of appointment

- (a) An Elected Director's term will begin at the conclusion of the next Annual General Meeting following the Election at which they are appointed.
- (b) During the Board Transition Period, each Director appointed to the Board pursuant to clause 13.5, will hold that office until the earlier of:
 - (i) the end of the period as set out in clause 2 of Schedule 1 after the Annual General Meeting at which their term of appointment commenced under clause 13.6(a); or
 - (ii) their vacation of office pursuant to clause 13.8.

- (c) After the Board Transition Period, each Director elected to the Board pursuant to clause 13.4(g), will hold that office until the earlier of:
 - (i) the conclusion of the second Annual General Meeting held following the Annual General Meeting at which their term of appointment commenced under clause 13.6(a); or
 - (ii) their vacation of office pursuant to clause 13.8.
- (d) A Director appointed to fill a casual vacancy pursuant to clause 13.7 will hold office until the earlier of:
 - (i) the conclusion of the next Annual General Meeting following their appointment; or
 - (ii) their vacation of office pursuant to clause 13.8.

13.7 Casual vacancies

The Directors may appoint any Member that is eligible pursuant to clause 13.3 as a Director to fill a casual vacancy on the Board and to satisfy the Board Residency Requirements.

13.8 Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs;
- (c) resigns by notice in writing to the Society;
- (d) in respect of a Resident Director, changes their Residency so that the Board will not meet the Board Residency Requirements;
- (e) is expelled or suspended from the Membership pursuant to clause 7.8;
- (f) is removed by Court Order; or
- (g) is removed by Ordinary Resolution at an Extraordinary General Meeting called for that purpose by the Board or requested by the Members pursuant to clause 8.1(c).

Schedule 1

1. Board Residency Requirements

For each year during the Board Transition Period, the Board must be comprised of the number of Resident Directors in the states or territories, and At Large Directors, as set out below.

Table A – Year 2021	
State/territory of Residence	No. of Directors
New South Wales or Australian Capital Territory	3 Resident Directors
Queensland or Northern Territory	2 Resident Directors
Victoria	2 Resident Directors
South Australia	1 Resident Director
Tasmania	1 Resident Director
Western Australia	1 Resident Director
Total	10

Table B – Year 2022	
State/territory of Residence	No. of Directors
New South Wales or Australian Capital Territory	2 Resident Directors
Queensland or Northern Territory	1 Resident Director
Victoria	1 Resident Director
South Australia	1 Resident Director
Tasmania	1 Resident Director
Western Australia	1 Resident Director
Any state or territory	2 At Large Directors
Total	9

Table C – Year 2023 and onwards	
State/territory of Residence	No. of Directors
New South Wales or Australian Capital Territory	1 Resident Director
Queensland or Northern Territory	1 Resident Director
Victoria	1 Resident Director
South Australia	1 Resident Director
Tasmania	1 Resident Director
Western Australia	1 Resident Director
Any state or territory	2 At Large Directors
Total	8

Board Transition

The Directors will have terms of office as set out below (being either 1 or 2 years, as applicable):

	1	2	3	4	5	6	7	8	9	10
2021	SA/NT	TAS	WA	VIC	NSW/ACT	QLD	VIC	QLD/NT	NSW/ACT	NSW/ACT
2022		TAS	WA	ALD				ALD		
2023	SA/NT				NSW/ACT	QLD	VIC	ALD		
2024	SA/NT	TAS	WA	ALD						
2025					NSW/ACT	QLD	VIC	ALD		
[even]	SA/NT	TAS	WA	ALD						
[odd]					NSW/ACT	QLD	VIC	ALD		
[even]	SA/NT	TAS	WA	ALD						
[odd]					NSW/ACT	QLD	VIC	ALD		
[etc]										

where:

ALD means an At Large Director.

NSW/ACT means a Resident Director in respect of New South Wales or Australian Capital Territory.

QLD means a Resident Director in respect of Queensland.

SA/NT means a Resident Director in respect of South Australia or Northern Territory.

TAS means a Resident Director in respect of Tasmania.

VIC means a Resident Director in respect of Victoria.

WA means a Resident Director in respect of Western Australia.