



Constitution

The Arabian Horse Society of Australia Limited
ACN 001 281 590

A public company limited by guarantee

Constitution of The Arabian Horse Society of Australia Limited ACN 001 281 590

Preliminary	4
1. Defined terms	4
1.1 Defined terms and definitions	4
2. Interpretation	5
3. Replaceable rules	6
4. Objects	6
5. Income and property of the Society	7
6. Amending the Constitution	7
7. Membership	7
7.1 Admission	7
7.2 Renewal	8
7.3 Membership fees	8
7.4 Rights of the Members	8
7.5 Ceasing to be a Member	8
7.6 Powers of Attorney	9
7.7 Representatives	9
7.8 Conduct and Discipline of Members	9
7.9 Disciplinary Committee	11
8. General Meetings	12
8.1 Calling a General Meeting	12
8.2 Using technology to hold General Meetings	12
8.3 Notice of General Meetings	12
9. Auditor's right to attend meetings	13
10. Proceedings at General Meetings	13
10.1 Quorum	13
10.2 Chairperson	13
10.3 Adjournment	13
10.4 Resolutions	14
10.5 Taking a poll	14
10.6 Casting vote of Chairperson	14
10.7 Offensive material and behaviour	14
11. Proxies	14
11.1 Appointment	14
11.2 Lodgement of proxy	15
11.3 Validity	15
12. Votes of Members	15
12.1 Entitlement to vote	15
12.2 Objections	15
12.3 Votes by proxy	15
13. Board of Directors	16
13.1 Definitions	16
13.2 Composition of the Board	16
13.3 Eligibility of Directors	16
13.4 Nomination of Directors	16
13.5 Election of Directors	17
13.6 Term of appointment	18

13.7	Casual vacancies	18
13.8	Vacation of office	18
14.	Duties of Directors	18
15.	Powers of the Board	19
16.	Proceedings of Board Meetings	19
16.1	Board Meetings	19
16.2	Resolutions at Board Meetings	20
16.3	Payments to Directors	20
16.4	Directors' interests	20
16.5	Chairperson, Senior Vice Chairperson and Junior Vice Chairperson	20
16.6	Treasurer	21
16.7	Delegation	21
16.8	Circular resolutions	21
16.9	Validity of acts of Directors	22
17.	Register of Members	22
17.1	Register of Members	22
18.	Minutes	22
18.1	Board Meeting Minutes	22
18.2	General Meeting Minutes	22
18.3	Signing of minutes	23
19.	Financial records	23
20.	Inspection of the Society's documents	23
20.1	Members' access to documents	23
20.2	Directors' access to documents	23
21.	Secretary	23
22.	Seals	23
22.1	Common Seal	23
22.2	Duplicate Seal	24
23.	Notices	24
23.1	Service of notices	24
24.	Audit and accounts	24
25.	Winding up	24
26.	Indemnity and Insurance	25
26.1	Indemnity	25
26.2	Insurance	25

Preliminary

1. Defined terms

1.1 Defined terms and definitions

In this Constitution unless the contrary intention appears:

Annual General Meeting means the annual general meeting.

Arabian means a horse of pure Arabian lineage, as accepted by the Society, and registered or recorded in the Stud Book pursuant to the Regulations or any purebred Arabian studbook or register listed by WAHO as acceptable.

Arabian Bred Horses means Arabian and Arabian Derivative horses.

Arabian Derivative means a horse registered or recorded in the Register as an Anglo Arabian, Arabian Pony, Arabian Warmblood, Arabian Riding Pony, Part Bred Arabian, Quarab, Arabian Stock Horse or Half Arabian pursuant to the Regulations and any other Register as may be approved by the Board.

Arabian Performance Index means an index held by the Society in which horses of Arabian breeding, that are not eligible for registration as an Arabian or Arabian Derivative Horse, are recorded pursuant to the Regulations.

Attorney means a person appointed as such under clause 7.6.

Auditor means the Society's auditor.

Board means the board of Directors of the Society.

Board Meeting means a meeting of the Board.

Chairperson is the Director appointed as chairperson by the Board from time to time.

Constitution means this constitution of the Society as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Society.

Director means a Member appointed by the Members and includes any person occupying the position of a Director on the Board and, where appropriate, includes a Director that is appointed to fill a casual vacancy.

Directors means all or some of the Directors acting as the Board.

Disciplinary Committee means the disciplinary committee established under clause 7.9.

Extraordinary General Meeting means a meeting of the members of a company that is specially arranged. Such meetings can be convened by the Board whenever they think it proper and in certain circumstances, and subject to the Corporations Act, by the Membership itself. Only special business can be conducted at such meetings.

Financial Year means the Society's financial year from 1 January to 31 December.

Friends of the AHSA means a Member who cannot vote and receives an Australian Arabian Horse News (AHN).

General Meetings means the Annual General Meeting and/or an Extraordinary General Meeting.

Government Authority means any government or any public, statutory, governmental, semi-governmental, local governmental, municipal or judicial body, entity or authority and includes without limitation, a Minister of the Crown (in any right), a department, ministry, commission, and any person, body, entity or authority exercising a power pursuant to an Act of Parliament.

Junior Vice Chairperson means the Director appointed as junior vice chairperson by the Board from time to time.

Member means a member of the Society.

Membership means the Members of the Society as a whole.

Membership Class means the classes of membership as prescribed by the Regulations and determined by the Board.

Ordinary Resolution means:

- (a) a resolution that has been passed by a majority of the votes cast by Members present at a General Meeting or by proxy and entitled to vote on the resolution; or
- (b) by a majority of Directors at a Board Meeting.

Participant means a Member who cannot:

- (a) conduct transactions in the Stud Book, Register or Arabian Performance Index; and
- (b) vote.

Principal Purpose has the meaning set out in clause 4.

Proxy means a Member upon which another Member confers authority on to vote on all matters at a General Meeting to which the appointment pertains.

Register means the register recording Arabian Derivatives as compiled, published (online) and managed by the Society pursuant to the Regulations.

Register of Members means the register of Members of the Society.

Regulations means the Arabian Horse Society of Australia Limited Regulations, as amended from time to time by the Board.

Related means the spouse, partner in a defacto relationship, immediate family member (father, mother, son, daughter, brother, sister, step/in-law), employee or partner in the same stud or business, or owning Arabian Bred Horses in partnership.

Representative means a person appointed by a Member under clause 7.7.

Rule Book means The Arabian Horse Society of Australia Limited Rule Book, as amended from time to time by the Board.

Seal means the Society's common seal.

Secretary means any person appointed by the Board to perform any of the duties of a secretary of the Society under clause 21.

Senior Vice Chairperson means the Director appointed as senior vice chairperson by the Board from time to time.

Society means The Arabian Horse Society of Australia Limited ACN 001 281 590.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 8.3(b)(iv); and
- (b) that has been passed by at least 75% of the votes cast by Members present at a General Meeting or by Proxy and entitled to vote on the resolution.

Stud Book means the registry and recording of Arabians in a studbook recognised and accepted by WAHO and compiled, published (online) and managed by the Society, pursuant to the Regulations.

Treasurer means the Director appointed by the Board to perform any of the duties of a treasurer of the Society under clause 16.6.

WAHO means the World Arabian Horse Organisation of which Australia is a member under the WAHO constitution.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision;
- (b) the singular includes the plural and vice versa, and a gender includes other genders;

- (c) another grammatical form of a defined word or expression has a corresponding meaning;
- (d) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (e) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (f) a reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
- (g) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
- (h) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

3. Replaceable rules

- (a) To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Society.
- (b) The Corporations Act, with the exception of the replaceable rules, overrides any clause in this constitution which is inconsistent with that Act.

4. Objects

- (a) The Society is a company limited by guarantee and established to pursue a primary purpose of maintaining the purity of Arabian Horses in Australia (the **Principal Purpose**) by:
 - (i) maintaining, promoting, compiling, managing and publishing (online) the Stud Book, Register and Arabian Performance Index;
 - (ii) promoting the breeding, improvement, exhibition, perpetuation and popularity of Arabian Bred Horses;
 - (iii) promoting the interests of breeders and owners of Arabian Bred Horses;
 - (iv) promoting awareness and disseminating information in relation to diseases, genetics, animal husbandry and nutrition of Arabian Bred Horses;
 - (v) establishing relationships with societies having similar objectives;
 - (vi) promoting horse welfare in the equine industry;
 - (vii) holding, convening, supporting and promoting competitions, events and exhibitions in which Arabian Bred Horses participate and offering prizes and awards in respect of competition or achievement, and shall have the responsibility for the conduct of any Australian Arabian National Championship Shows;
 - (viii) educating, training, examining, administering, appointing and maintaining a list of persons competent to act as judges of Arabian Bred Horses at any show whether promoted or sponsored by the Society or otherwise;
 - (ix) formulating publicity and educational programs and other activities in the interest of Arabian Bred Horses and their proper care and propagation;
 - (x) investigating and studying the history and characteristics of Arabian Bred Horses and their breeding, genetics and husbandry and collecting, preserving and disseminating useful information concerning these topics and findings;
 - (xi) identifying, determining and acting effectively upon matters of national, regional and international importance in relation to Arabian Bred Horses, in particular those pertaining to preserving and promoting the ancient and unique heritage of the Arabian.
 - (xii) fundraising to further the Principal Purpose of the Society; and
 - (xiii) all such other things as are incidental or ancillary to the above objects.

- (b) The Society may only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) carry out the Principal Purpose in this clause 4; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under clause 4(b)(i).

5. Income and property of the Society

- (a) The income and property of the Society will only be applied towards the promotion of the Principal Purpose.
- (b) The Society will not amalgamate with, become a member of or support with its funds any entity which does not prohibit the distribution of its income and property amongst its members except to the extent provided in clause 5(c) and clause 5(d).
- (c) Without limiting clause 5(a), the Society may make investments in Companies or Trusts which are publicly listed on the Australian Stock Exchange provided the income generated from that investment is used in meeting the Principal Purpose of the Company as set out in clause 4
- (d) Without limiting clause 5(a), no income or property will be paid or transferred directly or indirectly by way of a dividend or otherwise howsoever to a Member of the Society except for payments:
 - (i) in return for any services rendered or goods supplied to the Society with the prior approval of the Society in the ordinary and usual course of business and at fair or reasonable rates or rates more favourable to the Society;
 - (ii) of interest at a rate not exceeding a reasonable commercial rate; or
 - (iii) of a reasonable and proper rent for premises let by any Member to the Society.

6. Amending the Constitution

- (a) Subject to clause 6(b), the Members may amend this Constitution by passing a Special Resolution in accordance with the Corporations Act.
- (b) Any Special Resolution passed by the Members that purports to amend this Constitution is invalid if it would cause the Society to no longer be a public company limited by guarantee, unless that Special Resolution also amends this clause 6(b).

7. Membership

7.1 Admission

- (a) The number of Members the Society can admit is unlimited.
- (b) The Members will be:
 - (i) the persons who consented to become Members in the Society's application for registration; and
 - (ii) any other persons, corporations or organisations whom or which the Board admit to the Membership in accordance with this Constitution.
- (c) The Membership shall be comprised of Members admitted to specified Membership Classes, as approved by the Board.
- (d) Applications for membership of the Society will be in writing, signed by the applicant and in a form approved by the Board in their absolute discretion.
- (e) At the next Board Meeting or by circular resolution after the receipt of an application for membership, the Board will:
 - (i) determine the admission or rejection of the applicant at the Board's absolute discretion; or

- (ii) decide to call on the applicant to supply any evidence of eligibility that the Board considers reasonably necessary.

7.2 Renewal

- (a) Applications for renewal of membership will be due at the conclusion of the Society's Financial Year.
- (b) Applications for renewal of membership will be in a form approved by the Board in their absolute discretion.

7.3 Membership fees

- (a) The Board must, by resolution, determine the annual membership fees payable by the Members.
- (b) The Board can, by resolution, amend the annual membership fees as they see fit.
- (c) The Board must give notice of any amendments to the annual membership fees pursuant to clause 23.

7.4 Rights of the Members

- (a) Each Member, who is a person and is at least 18 years of age (excluding Participants and Friends of the AHSA), shall have the right:
 - (i) to call General Meetings in accordance with clause 8.1(c) and receive notice of General Meetings;
 - (ii) to be present at General Meetings;
 - (iii) to have voting privileges;
 - (iv) to appoint a Proxy; and
 - (v) to nominate for election to the Board, subject to clause 13.3.
- (b) Each Member, who is a person and is under the age of 18 (excluding Participants and Friends of the AHSA), shall have the right:
 - (i) to receive notice of General Meetings; and
 - (ii) to be present at General Meetings.
- (c) Each Member, who is an entity, organisation, business or company (excluding Participants and Friends of the AHSA) shall have the right:
 - (i) to call General Meetings in accordance with clause 8.1(c) and receive notice of General Meetings;
 - (ii) to be present at General Meetings;
 - (iii) to have voting privileges; and
 - (iv) to appoint a Proxy.
- (d) A Participant, shall have the right:
 - (i) to receive notice of General Meetings; and
 - (ii) to be present at General Meetings.
- (e) The rights and privileges of each Member are personal to that Member and are not transferable by the Member's own act or operation of law.
- (f) Each Membership Class may have entitlements, including but not limited to, conducting transactions in the Stud Book and Register, pursuant to the Regulations.

7.5 Ceasing to be a Member

- (a) A Member's membership will only cease prior to the end of the Financial Year of the Society:
 - (i) if notice of resignation from membership is given by a Member to the Secretary, from the date of receipt of that notice by the Secretary;

- (ii) if the Board by resolution terminates the membership of that Member in accordance with clause 7.8.
- (iii) where the Member is an individual, if the Member:
 - (I) dies; or
 - (II) is convicted of an indictable offence;
- (iv) where the Member is not an individual, if:
 - (I) a liquidator is appointed in connection with the winding-up of the Member;
 - (II) an order is made by a Court for the winding-up or deregistration of the Member; or
 - (III) the Member is wound up by any other means.
- (b) Any Member ceasing to be a Member:
 - (i) will not be entitled to a refund (or partial refund) of any membership fees or other monies paid to the Society; and
 - (ii) will remain liable for and will pay to the Society all membership fees and monies which were due at the date of ceasing to be a Member.
- (c) A Member's membership will cease if they shall not have paid their annual membership fees in respect of the financial year within one (1) month of the conclusion of that financial year in accordance with clause 7.2(a).

7.6 Powers of Attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an Attorney which affects the Society or the Member's membership in the Society, the Member must deliver the instrument appointing the Attorney to the Society for notation.
- (b) If the Board asks a Member to file with it a certified copy of the instrument for the Society to retain, the Member will promptly comply with that request.
- (c) The Board may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

7.7 Representatives

- (a) Any Member who is an entity, organisation, business or company may by written notice to the Secretary:
 - (i) appoint a person to act as its representative (**Representative**) in all matters connected with the Society as permitted by the Corporations Act; and
 - (ii) remove a Representative.
- (b) A Representative is entitled to:
 - (i) exercise all the powers in which the Member who appointed him or her could exercise; and
 - (ii) be counted towards a quorum at a General Meeting.
- (c) A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- (d) The appointment of a Representative may set out restrictions, if any, on the Representative's powers.

7.8 Conduct and Discipline of Members

- (a) Members must at all times:
 - (i) Comply with the obligations under the Constitution, the Regulations or the Rule Book, at any competition or event conducted under the Rule Book;

- (ii) engage in behaviour or conduct that is sportsmanlike, honest, respectful and courteous and not behave or conduct themselves in a manner that may bring or tend to bring the Society into disrepute;
 - (iii) not engage in behaviour or conduct that may result in a conviction of any act of cruelty upon an animal under any Federal or State legislation; or
 - (iv) comply with a reasonable direction of an official or judge at any competition or event conducted under the Rule Book or in conjunction with the Society.
- (b) Where any member is alleged to be in breach of their obligations in Clause 7.8 (a) a complaint may be directed to the Secretary in writing giving particulars of the conduct involved. The Secretary shall refer any such complaint to the Board.
- (c) On receipt of a complaint referred by the Secretary to the Board, the Board must consider the facts and circumstances of the complaint and may by ordinary resolution resolve to refer the complaint to the Disciplinary Committee for consideration or that the complaint be dismissed.
- (d) Where the Board resolves to refer the complaint to the Disciplinary Committee, the Secretary must give written notice to the Member the subject of the complaint of that referral.
- (e) Where a complaint is referred to the Disciplinary Committee, it must within a reasonable time enquire into the complaint and notify the Member and the complainant and all persons from whom evidence is to be given in regard to the Members conduct to provide to the Committee in writing all evidence and submissions that they consider relevant to the complaint by an appointed date and time.
- (f) On receipt of the information referred to in Clause 7.8 (e) the Disciplinary Committee may;
- (i) consider the complaint on the basis of the material provided, and or
 - (ii) Convene a meeting with all interested parties and hear the parties and their submissions in regard to the complaint. The Disciplinary Committee must, at all times, observe the rules of Natural Justice in regard to the determination of the complaint. It may also amend, vary or revoke the complaint as it sees fit.
- (g) Having considered all material provided under Clause 7.8 (e) the Disciplinary Committee may, by simple resolution, dismiss the complaint or determine that the Member, the subject of the complaint, is in breach of any of their obligations in Clause 7.8 (a).
- (h) If the Disciplinary Committee determines the Member is in breach of Clause 7.8 (a) it may by simple resolution resolve that a disciplinary penalty be imposed on the Member and if the Disciplinary Committee, having considered any matter placed before it by the Member, is satisfied that its resolution at clause 7.8(g) is confirmed, the Disciplinary Committee may impose a disciplinary penalty by:
- (i) expelling the Member from the Membership;
 - (ii) suspending the Member from the Membership for a specified period;
 - (iii) imposing a fine on the Member;
 - (iv) reprimanding the Member;
 - (v) prohibiting the Member from conducting all or specific transactions in the Stud Book, Register or Arabian Performance Index;
 - (vi) cancelling or suspending a Member from their appointment to the list of judges maintained by the Society; and/or
 - (vii) a penalty as prescribed under the regulations.
- (i) The Disciplinary Committee must advise the Secretary of its determination under Clauses 7.8 (g) and (h) and The Secretary must serve written notice of the findings and determination of the Disciplinary Committee on the Member concerned.
- (j) Where the Disciplinary Committee has made a finding and determination under Clauses 7.8 (g) and (h), the affected Member may, within 21 days of the date of the notice served under Clause 7.8 (i) request in writing the Board review that finding and determination.

- (k) The Board shall upon receipt of a request for a review consider the evidence and submissions made to the Disciplinary Committee and may by ordinary resolution;
 - (i) dismiss the review so that the penalty determined shall stand; or
 - (ii) uphold the finding of the Disciplinary Committee but reduce the penalty imposed by the Disciplinary Committee; or
 - (iii) dismiss the complaint in its entirety
- (l) Where the Disciplinary Committee has imposed a penalty that the Members membership be terminated, on review, the Board must consider the complaint de novo and shall convene a meeting in a like manner as provided for in Clauses 7.8 (e) and (f) for proceedings of the Disciplinary Committee and having considered all relevant material, resolve by ordinary resolution the findings referred to in Clause 7.8 (h) and determine the penalty as provided for in Clause 7.8 (h).
- (m) The Secretary must serve written notice of the Board's determination on the affected Member and the decision of the Board shall be final and binding.
- (n) Any request for review must be made within the time prescribed in Clause 7.8 (j) unless the Board in its absolute discretion thinks fit to extend in all the circumstances. Otherwise, the determination of the Disciplinary Committee and any penalty imposed by it shall be final and binding.

7.9 Disciplinary Committee

- (a) There will be a Disciplinary Committee that shall oversee the conduct and discipline of Members.
- (b) The Disciplinary Committee shall comprise up to 5 members, with a minimum number of 3.
- (c) The Disciplinary Committee shall, amongst themselves, elect a Chairman, who shall hold a casting vote, if required.
- (d) The Board shall appoint the members of the Disciplinary Committee who shall hold office for a term of 1 year.
- (e) The Board must appoint the members of the Disciplinary Committee such that the majority of whom are persons are:-
 - (i) a solicitor who is or has been admitted to the legal profession for not less than ten (10) years; or
 - (ii) an Accountant who is or has held a Practising Certificate for not less than ten (10) years and who is or was a member of the Institute of Chartered Accountants in Australia & New Zealand or CPA Australia; or
 - (iii) a Police Officer who served in that capacity for not less than ten (10) years; or
 - (iv) a Trained Mediator; or
 - (v) a teacher who has been employed as a teacher for not less than ten (10) years; or
 - (vi) a veterinarian who has been a practicing veterinarian for not less than ten (10) years; or
 - (vii) a person who is authorised to witness the making of a Statutory Declaration in New South Wales or the Australian Capital Territory in accordance with either the Oaths Act (1900) NSW or the Statutory Declarations Act (1959) Cth.
- (f) Any current Director or current employee or any person who has been a Director or employee of The Arabian Horse Society of Australia Ltd within the previous 5 years shall be ineligible for appointment as a member of the Disciplinary Committee.
- (g) The Disciplinary Committee shall meet at such times and at such venues as shall be appropriate to carry out their function from time to time. The Board may delegate disciplinary matters concerning the Membership to the disciplinary committee.

8. General Meetings

8.1 Calling a General Meeting

- (a) The Board must call an Annual General Meeting at least once in each calendar year and within five months after the end of its Financial Year.
- (b) The Board may at its discretion, convene an Extraordinary General Meeting, providing it gives notice to the Membership pursuant to clause 8.3.
- (c) Subject to clause 7.4 and the Corporations Act, a Member:
 - (i) may request the Board to call an Extraordinary General Meeting in accordance with section 249D of the Corporations Act; and
 - (ii) cannot request, call or arrange to hold an Extraordinary General Meeting except under section 249E or 249F of the Corporations Act.
- (d) If the Society receives a request to call an Extraordinary General Meeting, pursuant to clause 8.1(c), it must:
 - (i) give notice to the Membership of an Extraordinary General Meeting within 21 days; and
 - (ii) convene an Extraordinary General Meeting within 2 months of receiving the request at clause 8.1(c).

8.2 Using technology to hold General Meetings

- (a) The Society may, at the discretion of the Board, hold a General Meeting at two or more venues using any technology that gives the Members a reasonable opportunity to participate, including to hear and be heard.
- (b) A Member who is using this technology, is taken to be present in person at a General Meeting.

8.3 Notice of General Meetings

- (a) Subject to the provisions of the Corporations Act allowing General Meetings to be held with shorter notice, at least 21 days written notice (inclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) must be given to all Members entitled to receive notices from the Society pursuant to clause 7.4.
- (b) A notice calling a General Meeting:
 - (i) must specify the place, date and time of the meeting;
 - (ii) if the meeting is to be held in two or more venues using technology, must provide a description of the technology that will be used to facilitate this, including, without limitation, a telephone activated with conference call or speaker phone facility, video conference or any similar data streaming medium;
 - (iii) must state the general nature of the business to be transacted at the meeting; and
 - (iv) if applicable, must state that a Special Resolution is to be proposed and the words of that Special Resolution.
- (c) A notice of a General Meeting need not state that the business to be transacted at the meeting includes:
 - (i) the consideration of the Directors' report and the Auditor's report;
 - (ii) the appointment of Directors who have been elected by the Members; or
 - (iii) the appointment and fixing of the remuneration of the Auditor.
- (d) The Board may postpone or cancel any General Meeting whenever it thinks fit (other than an Extraordinary General Meeting called under clause 8.1(c)).
- (e) The Board must give notice of the postponement or cancellation of a General Meeting to all Members entitled to receive notices from the Society pursuant to clause 7.4.

- (f) The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to a Member or the non-receipt of a notice (or form) by a Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

9. Auditor's right to attend meetings

- (a) The Auditor is entitled to attend any General Meeting and to be heard by the Membership on any part of the business of the General Meeting that concerns the Auditor.
- (b) The Society must give the Auditor any communications relating to the General Meeting that a Member is entitled to receive.

10. Proceedings at General Meetings

10.1 Quorum

- (a) A Member is considered to be present at a General Meeting if they are present in person, present using technology as approved by the Board or by Attorney or Representative.
- (b) No business may be transacted at a General Meeting unless a quorum of the Membership is physically present when the General Meeting proceeds to business.
- (c) A quorum for the purposes of a General Meeting shall be 15 Members present in person at the General Meeting.
- (d) If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - (i) if the General Meeting was called on the requisition of a Member, it is automatically dissolved; or
 - (ii) in any other case:
 - (I) it will stand adjourned to a time and place decided by an Ordinary Resolution of the Members present at the General Meeting; and
 - (II) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, it is automatically dissolved.

10.2 Chairperson

- (a) The Chairperson, or in the Chairperson's absence, the Senior Vice Chairperson or the Junior Vice Chairperson (as the case may be) will be the chairperson at General Meetings.
- (b) The Directors present may elect an alternate chairperson of a General Meeting if:
 - (i) neither the Chairperson, the Senior Vice Chairperson or the Junior Vice Chairman is present within 15 minutes after the time appointed for holding the General Meeting; or
 - (ii) the Chairperson, Senior Vice Chairperson and Junior Vice Chairperson are unwilling to act as chairperson of the General Meeting.
- (c) If there is a dispute at a General Meeting about a question of procedure, the Chairperson, the Senior Vice Chairperson, the Junior Vice Chairperson or the chairperson appointed under clause 10.2(b) (as the case may be) may determine the question.

10.3 Adjournment

- (a) The Board may adjourn or cancel any General Meeting whenever it thinks fit (other than an Extraordinary General Meeting called as the result of a request under clause 8.1(c)).
- (b) An adjourned General Meeting may take place at a different venue from the initial General Meeting.
- (c) The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.

- (d) Notice of an adjourned General Meeting must only be given if a General Meeting has been adjourned for more than 21 days from the date of the initial General Meeting.

10.4 Resolutions

- (a) Subject to the Corporations Act regarding Special Resolutions, a resolution at a General Meeting shall be decided by Ordinary Resolution.
- (b) A resolution put to a vote at a General Meeting shall be decided on a show of hands unless a poll is demanded by three Members present in person at the General Meeting.
- (c) Unless a poll is demanded at a General Meeting:
 - (i) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (ii) an entry to that effect is noted in the minutes of the meeting,will be conclusive evidence of the fact, without proof of the number or proportion of the votes in favour of or against a resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A resolution of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

10.5 Taking a poll

- (a) A poll will be taken when and in the manner that the Chairperson directs.
- (b) The result of the poll will be the resolution of the General Meeting at which the poll was demanded.
- (c) The Chairperson may determine any dispute about the admission or rejection of a vote.
- (d) The Chairperson's determination, if made in good faith, will be final and conclusive.
- (e) After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

10.6 Casting vote of Chairperson

The Chairperson has a casting vote, when necessary, in addition to the Chairperson's vote as a Member.

10.7 Offensive material and behaviour

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) behaves in a way that is in the opinion of the Chairperson offensive to the meeting; or
- (b) is in possession of any:
 - (i) placard or banner; or
 - (ii) other offensive article

which the Chairperson considers to be dangerous, offensive or liable to cause disruption.

11. Proxies

11.1 Appointment

- (a) The appointment of a Proxy by a Member will be taken to confer authority on the Proxy to vote on all matters at a General Meeting to which the appointment pertains.
- (b) The appointment of a Proxy must allow a Member to specify the way in which the Proxy is to cast their vote or be a general appointment for the General Meeting to which the Proxy appointment pertains.
- (c) A Proxy must be a Member and entitled to vote under clause 7.4.

- (d) An appointment of a Proxy will commence at the opening of the General Meeting to which it pertains, and cease at the conclusion of that General Meeting.
- (e) An appointment of a Proxy is valid if it is signed by the Member making the appointment and contains the following information:
 - (i) the Member's name, address and membership number;
 - (ii) the Society's name;
 - (iii) the Proxy's name and membership number; and
 - (iv) the date of the General Meeting at which the appointment may be used.
- (f) The Board may determine that an appointment of a Proxy is valid even if it only contains some of the information required at clause 11.1(e).
- (g) A Proxy's appointment is valid at an adjourned General Meeting.

11.2 Lodgement of proxy

- (a) The written appointment of a Proxy must be received by the Society, at least 48 hours before the General Meeting at which the Proxy is appointed to act.
- (b) The Society receives an appointment of a Proxy when it is received at:
 - (i) the Society's registered office; or
 - (ii) a place or electronic address specified for that purpose in the notice of meeting or in a notice to Members.

11.3 Validity

A vote cast in accordance with an appointment of a Proxy is valid unless:

- (a) before the vote was cast the Member revoked the proxy; and
- (b) written notification of the revocation was received by the Society before the relevant General Meeting.
- (c) If the Member who granted a Proxy is in attendance at the meeting then the proxy that was granted shall be deemed to be invalid.

12. Votes of Members

12.1 Entitlement to vote

Each Member that is entitled to vote under clause 7.4, has one vote per resolution at a General Meeting.

12.2 Objections

- (a) An objection to the qualification of a Member may only be raised at the General Meeting at which the Member tendered their vote.
- (b) An objection must be referred to the Chairperson, whose decision is final.
- (c) A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

12.3 Votes by proxy

- (a) If a Member appoints a general Proxy in accordance with clause 11.1(b), the Proxy may vote or abstain on any resolution at a General Meeting by a show of hands or a poll.
- (b) A general Proxy who is appointed in accordance with clause 11.1(b) to act for two or more Members at a General Meeting, will be deemed to have voted for the Members who appointed the Proxy and any votes they hold in their capacity as a Member, in the same manner.

- (c) If a Member appoints a Proxy in accordance with clause 11.1(b) which specifies the way in which the Proxy is to cast their vote on a resolution at a General Meeting, the Chair must demand a poll.
- (d) Clause 12.3(b) does not affect the way that the Proxy can cast any votes on a poll that they hold as a Member.

13. Board of Directors

13.1 Definitions

In this clause 13, unless the contrary intention appears:

- (a) **Board Residency Requirements** has the meaning given in clause 13.2.
- (b) **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).
- (c) **Resident** means, in relation to a state or territory, 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 of Australia.

13.2 Composition of the Board

The Board must at all times be comprised of a minimum of 8 Directors or a maximum of 10 Directors which must include the following maximum number of Resident Directors from each relevant state or territory of Australia (**Board Residency Requirements**):

State/territory	No. of Directors
New South Wales or Australian Capital Territory	3
Queensland	2
Victoria	2
South Australia or Northern Territory	1
Tasmania	1
Western Australia	1

13.3 Eligibility of Directors

To be eligible to be appointed as a Director, a person must:

- (a) be eligible to be a director of a company under the Corporations Act;
- (b) 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);
- (c) have been a Member for the preceding five years in any Membership Class;
- (d) have owned an Arabian Bred Horse within the preceding ten years, as registered in the Stud Book or Register; and
- (e) not be Related to a current Director unless the current Director will retire at the Election in which the nominee may be elected.

13.4 Nomination of Directors

- (a) Subject to clause 13.6(b), the terms of office of Directors are to be staggered so that:
 - (i) in even years, the term of office of the following Directors will expire and nominations will be called for:
 - (I) 1 Director who is a Resident in New South Wales or the Australian Capital Territory;
 - (II) 1 Director who is a Resident in Queensland;

- (III) 1 Director who is a Resident in Victoria;
 - (IV) 1 Director who is a Resident in Tasmania; and
 - (V) 1 Director who is a Resident in Western Australia.
- (ii) in odd years, the term of office of the following Directors will expire and nominations will be called for:
 - (I) 2 Directors who are Resident in New South Wales or the Australian Capital Territory;
 - (II) 1 Director who is a Resident in Queensland;
 - (III) 1 Director who is a Resident in Victoria; and
 - (IV) 1 Director who is a Resident in South Australia or the Northern Territory.
- (b) Nominations for election to the Board must:
 - (i) specify the state or territory in which the nominee is a Resident;
 - (ii) be in writing;
 - (iii) be in a manner prescribed by the Regulations;
 - (iv) be provided to the Secretary by pre-paid postage or electronically;
 - (v) be received by 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) If two or more nominees are Related, only the nomination that was first received by the Secretary shall be accepted.
- (d) 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.
- (e) A retiring Director pursuant to clause 13.6(b)(i) 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 end 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 (a) 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 the number of Resident nominee(s) from a state or territory are only as many as the number of positions open for nomination in respect of that state or territory 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.
- (f) If the number of Resident nominees from a state or territory exceed the number of positions open for nomination in respect of that state or territory to maintain the Board Residency Requirements, then:
 - (i) the nominees will be included in the Election vote; and

- (ii) 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 Director.
- (g) If there is a tie in the number of votes received between nominees who are a Resident in the same state or territory for the purpose of the Board Residency Requirements, 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 Director, 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) Each Director appointed to the Board pursuant to clause 13.5, will hold that office until the earlier of:
 - (i) the conclusion of the second Annual General Meeting held following their election; or
 - (ii) their vacation of office pursuant to clause 13.8.
- (c) 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) 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).

14. Duties of Directors

- (a) The Directors will cause the Society to comply with any obligations under the Corporations Act or any other legislation, including, without limitation, any governance standards and reporting requirements.
- (b) The Constitution and the Corporation Act imposes duties on the Directors to:
 - (i) exercise their powers and duties with the care and diligence that a reasonable person would, which includes taking steps to ensure that they are properly informed about the financial position of the Society;

- (ii) exercise their powers and duties in good faith in the best interests of the Society and for the Principal Purpose;
- (iii) not improperly use their position or information obtained through their position to gain an advantage for themselves or someone else, or to cause detriment to the Society;
- (iv) disclose conflicts of interest in accordance with clause 16.4; and
- (v) keep all information, transactions, correspondence or matters of the Society and Board confidential.

15. Powers of the Board

- (a) Subject to clause 14, the business of the Society is managed by the Board who may exercise all powers of the Society that this Constitution or the Corporations Act do not require to be exercised by the Society in a General Meeting or by the Members passing a resolution.
- (b) Without limiting the generality of clause 15(a), the Board may exercise all the powers of the Society to:
 - (i) manage and maintain the Stud Book and Register;
 - (ii) employ, remunerate, remove or suspend persons as may be necessary for the Principal Purpose as provided at clause 4;
 - (iii) alter and repeal from time to time the Regulations and Rule Book;
 - (iv) engage in any business transactions or activity capable of being conducted directly or indirectly to benefit the Society and for the Principal Purpose;
 - (v) purchase or otherwise acquire property, assets or liabilities on behalf of the Society;
 - (vi) invest money for the benefit of the Society;
 - (vii) open and operate bank accounts as the Board sees fit;
 - (viii) admit or refuse to admit people, businesses, entities, companies and organisations to the Membership;
 - (ix) discipline Members in accordance with clause 7.8;
 - (x) appoint legal counsel to act on behalf of the Society;
 - (xi) accept donations and conduct fundraising; and
 - (xii) register the Society with relevant regulators including but not limited to the Australian Taxation Office and Australian Securities and Investments Commission.

16. Proceedings of Board Meetings

16.1 Board Meetings

- (a) The Chairperson may at any time, and the Secretary must on the request of a Director, call a Board Meeting.
- (b) The Chairperson must call a minimum of four Board Meetings in a calendar year.
- (c) A Board Meeting must be called with at least 48 hours written notice of a meeting to each Director.
- (d) Subject to the Corporations Act, a Board Meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in a discussion.
- (e) The Directors need not all be physically present in the same place for a Board Meeting to be held.

- (f) Subject to clause 16.4, a Director who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (g) The Directors may meet together, adjourn and regulate Board Meetings as they think fit.
- (h) A quorum is not less than the majority of the Directors on the Board.
- (i) Where a quorum cannot be established for the consideration of a particular matter at a Board Meeting, the Chairperson may request that the Members deal with the matter.

16.2 Resolutions at Board Meetings

- (a) Subject to this Constitution, resolutions at Board Meetings are to be decided by Ordinary Resolution.
- (b) Subject to clause 16.4, each Director has one vote.

16.3 Payments to Directors

No payment will be made to any Director other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board;
- (b) for any service rendered to the Society by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service; and
- (c) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

16.4 Directors' interests

- (a) Each Director is obliged to inform the other Directors of any potential personal interest that a Director is aware of in a matter which is to be considered at a Board Meeting.
- (b) If the Directors have, as a majority, determined that a particular Director has a personal interest in a matter that is being considered at a Board Meeting, or if prohibited from doing so by law, that particular Director must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (c) The Directors may determine from time to time whether a Director has a personal interest for the purposes of clause 16.4(b) and, for the avoidance of doubt, a Director will not be precluded from being present at or voting at a Directors' meeting unless the Directors have made a determination in accordance with clause 16.4(b), or unless otherwise prohibited by law.

16.5 Chairperson, Senior Vice Chairperson and Junior Vice Chairperson

- (a) The Board must elect a Director as Chairperson of the Board within 5 days of the last Annual General Meeting.
- (b) The Chairperson of the Board shall be the chairperson of all Board Meetings.
- (c) The Board must elect a Director as Senior Vice Chairperson of the Board to act in the Chairperson's absence, within 5 days of the last Annual General Meeting.
- (d) The Board may elect a Director as Junior Vice Chairperson of the Board to act in the Chairperson's and Senior Vice Chairperson's absence.
- (e) The Chairperson, Senior Vice Chairperson and if elected, Junior Vice Chairperson, will hold office until the conclusion of the next Annual General Meeting, unless otherwise determined by the Board.
- (f) The office of Chairperson cannot be occupied by the same Director for more than three consecutive years.

- (g) If the Chairperson, Senior Vice Chairperson or Junior Vice Chairperson are not present at any Board Meeting within 15 minutes after the time appointed for the Board Meeting to begin, the Directors present must elect a Director to be the chairperson of the Board Meeting.

16.6 Treasurer

- (a) The Directors must appoint a Treasurer within 5 days of the last Annual General Meeting for a term and on conditions determined by them.
- (b) The Board at their discretion may appoint a Treasurer who is not a Director of the Society.
- (c) The Treasurer will hold office until the conclusion of the next Annual General Meeting, unless otherwise determined by the Directors.
- (d) The Treasurer's role is to provide reports of the Society's transactions and financial position to the Board and to the Members at Annual General Meetings.
- (e) In the event the Treasurer is not a Director of the Society:
 - (i) the Treasurer is entitled to attend and be heard on any matter at all Board Meetings but does not have a voting right at Board Meetings; and
 - (ii) the Board may, subject to the terms of the Treasurer's appointment, suspend, remove or dismiss the Treasurer.

16.7 Delegation

- (a) The Board may delegate any of their powers, other than those which by law must be dealt with by Board, to a committee or committees.
- (b) Without limiting clause 16.7(a) the Board may:
 - (i) establish committees or panels for managing any of the affairs of the Society or providing assistance and/or advice to the Board;
 - (ii) appoint any persons to be members of those committees or panels; and
 - (iii) delegate to any person appointed under clause 16.7(b)(i) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution.
- (c) The Board may at any time vary or revoke any delegation of power to a committee or panel.
- (d) A committee cannot, unless expressly authorised by the Board, bind the Society, and can only make recommendations to the Board and must exercise its powers in accordance with any directions of the Board.
- (e) Unless the Board determines otherwise, the Chairperson or another Director must be a member of any committees established by the Board.
- (f) A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
- (g) A committee established by the Board, must if so directed, keep minutes of their meetings and provide them to the Chairperson.

16.8 Circular resolutions

- (a) The Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign or agree to a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs or agrees to it.
- (b) For the purposes of clause 16.8(a) separate copies of a document may be used for signing or agreeing to a resolution by Directors if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause 16.8 may be in the form of a facsimile or electronic transmission.
- (d) The Society may send a written resolution by email to Directors and the Directors may agree or disagree by sending a reply email to that effect.

- (e) The minutes of the next Board Meeting must record that a resolution was passed in accordance with this clause 16.8.

16.9 Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a Member as a Director; or
- (b) a Director was disqualified by law from acting in that position,

all acts of the Board before the discovery was made are valid as if the Director had been duly appointed and was not disqualified.

17. Register of Members

17.1 Register of Members

- (a) The Society must keep all registers required by this Constitution, the Corporations Act and any other regulatory or legislative requirements.
- (b) The Society's Register of Members must be kept by the Secretary and must contain:
 - (i) for each current Member:
 - (I) name;
 - (II) address;
 - (III) any alternative address nominated by the Member for the service of notices; and
 - (IV) the date the Member was entered on to the register.
 - (ii) for each person who stopped being a Member in the last 7 years:
 - (I) name;
 - (II) address;
 - (III) any alternative address nominated by the Member for the service of notices; and
 - (IV) dates the membership started and ended.

18. Minutes

18.1 Board Meeting Minutes

The Society must, within one month of a Board Meeting, cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of the Society, Board Meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 16.8;
- (d) all orders made by the Directors and Directors' committees; and
- (e) all disclosures of interests made under clause 16.4.

18.2 General Meeting Minutes

The Society must, within 60 days, make and keep the following records:

- (a) minutes of proceedings and resolutions of a General Meeting; and
- (b) a copy of the notice of each General Meeting and associated documentation provided to Members.

18.3 Signing of minutes

The Society must ensure that minutes of a General Meeting or Board Meeting are signed within a reasonable time after the meeting by:

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next meeting.

19. Financial records

- (a) The Society must make and keep written financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Society must also keep written records that correctly record its operations.
- (c) The Society must retain its records for at least 7 years.
- (d) The Board must take reasonable steps to ensure that the Society's records are kept safe.

20. Inspection of the Society's documents

20.1 Members' access to documents

- (a) Except as otherwise required by the Corporations Act or other applicable laws or Government Authorities, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the minutes of Board Meetings, financial records and other documents of the Society will be open for inspection by the Members, other than Directors.
- (b) The Board has no obligation, other than required by the Corporations Act, to provide financial records, minutes of Board Meetings or other documents of the Society to Members.

20.2 Directors' access to documents

- (a) A Director has a right of access to the financial records of the Society at all reasonable times.
- (b) If the Board agrees, the Society may give a Director access to:
 - (i) certain documents, including documents provided for or available to the Directors; and
 - (ii) any other documents referred to in those documents.

21. Secretary

- (a) The Board must appoint a person as the Secretary of the Society for a term and on conditions determined by them.
- (b) In the event the Secretary is not a Director of the Society, the Secretary is entitled to attend and be heard on any matter at all Board Meetings but does not have a voting right at Board Meetings.
- (c) The Board may, subject to the terms of the Secretary's appointment, suspend, remove or dismiss the Secretary.

22. Seals

22.1 Common Seal

- (a) The Board must provide for the safe custody of the Seal.
- (b) The Seal must not be used without the authority of the Board.
- (c) Every document to which the Seal is affixed must be signed by the Chairperson and be countersigned by another Director.

22.2 Duplicate Seal

If the Society has a Seal, the Society may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face; and
- (b) must not be used except with the authority of the Board.

23. Notices

23.1 Service of notices

- (a) Notice may be given by the Society to any person who is entitled to notice under this Constitution:
 - (i) by serving it on the person; or
 - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register of Members or the address supplied by the person to the Society for sending notices to the person.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) seven (7) days after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) three (3) days after its despatch.
- (d) A certificate in writing or affidavit by a Director or Secretary of the Society that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (e) Subject to the Corporations Act, the signature to a written notice given by the Society may be written or printed.
- (f) All notices sent by post outside Australia must be sent by prepaid airmail post.
- (g) For the purposes of any laws, a document may be served on the Society pursuant to clause 109X of the Corporations Act.

24. Audit and accounts

- (a) The Board must cause the Society to keep financial records and any other records in relation to the business of the Society in accordance with the requirements of the Corporations Act.
- (b) The Board must cause the financial records of the Society to be audited in accordance with the requirements of the Corporations Act.
- (c) The Board must cause the Society to keep records that explain all transactions and other acts that the Society engages in that are relevant to the Principal Purpose and that also explain how gifts of money and property and any money received because of those gifts are applied to the Principal Purpose and the records shall be retained for at least 7 years after the completion of the transactions or acts to which they relate.

25. Winding up

- (a) The Society must be wound up if the Members resolve that the Society should be wound up, and/or if the Society is required to be wound up at law.
- (b) If the Society is wound up, each Member undertakes to contribute to the property of the Society for the payment of debts and liabilities of the Society and payment of costs, charges

and expenses of winding up such amount as may be required, such amount not exceeding \$20.

- (c) Subject to clause 25(b), if any surplus remains following the winding up of the Society, the surplus will not be paid to or distributed to the Members or Directors, but will be given or transferred to another company or organisation which, by its constitution, has a similar Principal Purpose. Such an organisation shall be determined by the Members at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

26. Indemnity and Insurance

26.1 Indemnity

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Society indemnifies every person who is or has been an officer of the Society against:
 - (i) any liability (other than for legal costs) incurred by that person as an officer of the Society; or
 - (ii) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Society.
- (b) The Society's obligation to indemnify officers under this clause 26.1 is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Society.
- (c) For the purposes of this clause 26, officer means:
 - (i) a Director;
 - (ii) a Secretary; or
 - (iii) other officer.

26.2 Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Society may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Society against any liability incurred by the person as an officer of the Society.