

ASSOCIATIONS INCORPORATION ACT 1981
RULES FOR AN INCORPORATED ASSOCIATION

NAME

1. The name of the Incorporated Association is Australian Standardbred Breeders' Association Incorporated (in these Rules called the "Association").

AIMS AND OBJECTIVES

2. (1) To co-ordinate and advise all State Member Breeding Associations affiliated herewith.

(2) To plan and implement a National Strategy to assist, improve and promote the breeding industry in Australia.

(3) To lobby all and any State or Federal Harness Racing Organisations, Government or semi-Government Instrumentality or any other organisation or individual, to press the views of all or any of the Member Breeding bodies considered by the Australian Standardbred Breeders' Association to be in the best interests of Harness Racing in Australia.

(4) To undertake any other action considered to be in the best interests of its members.

(5) It shall be understood that the Australian Standardbred Breeders' Association is a National organisation created by and at the request of the State bodies and not for the control of those bodies.

(6) It is the intention of the States to create a National body to assist them in the Breeding Industry in general to better exercise their own powers and responsibilities to their Members via a National arm.

INTERPRETATION

3. (1) In these Rules, unless the contrary intention appears-

"Committee" means the Committee of Management of the Association.

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with the Rules.

"Member" means a member of the Association.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means Regulations under the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference-

- a) where a person holds office under these Rules as Secretary of the Association – to that person; and
- b) in any other case, to the Public Officer of the Association.

(3) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act* 1984 and the Act as in force from time to time.

MEMBERSHIP

4. Members of the Australian Standardbred Breeders' Association shall consist of the recognised breeding association of each of the States or Territories of Australia affiliated herewith.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

ANNUAL GENERAL MEETING

6. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be-

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the association in accordance with Section 30 (3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

7. All general meetings other than the annual general meeting shall be called special general meetings.
8. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this subclause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of any member, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the member making the requisition and be sent to the address of the Secretary.
- (4) If the Committee does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the member making the requisition, may convene a special general meeting to be held not later than three months after that date.

- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

9. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a written notice-stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

10. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Four members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the

Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

- (5) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
 - (6) A member who participates in a general meeting as allowed under rule10(5) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
11. (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
 12. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
 13. A question arising at a general meeting of the Association shall be determined on a show of hands where visible to the voting members, or by declaration from each voting member present. The Chairperson shall declare that a resolution has, on a show of hands or by declaration, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact

without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14. (1) Upon any question or business arising at a general meeting of the Association, **a member has one vote only.**
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote, provided the Chairperson has not been appointed under rule 18(2)(d).
15. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
16. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
17. Each member is entitled to appoint a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. Each member may also similarly request a non voting observer to attend any meeting of the Association.

COMMITTEE OF MANAGEMENT

18. (1) The affairs of the Association shall be managed by the Committee of Management constituted as provided in the Rules.
 - (2) The Committee-
 - (a) shall control and manage the business and affairs of the Association;

- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- (d) In exercising its powers, the Committee may appoint consultants or experts in various fields to assist the Committee to formulate policy, prepare correspondence or any such matters as the Committee decides is necessary to fulfill the aims or objectives of the Association. The duration of the appointment will be as determined by the Committee. Any person so appointed is eligible to attend any meeting of the Association. This action does not bestow any voting rights on those so appointed. Any such appointment must be endorsed by a majority of the members of the Association.

19. (1) The officers of the Committee of Management of the Association shall be-

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

(2) The provisions of the Rules so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub-clause (1).

(3) Except if appointed under 18 (2)(d), each officer of the Association shall hold office until the annual general meeting two years after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in subclause (1) the Committee may appoint:

- (a) one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment; or
- (b) make an appointment under 18(2)(d), for a duration not exceeding the conclusion of the next annual general meeting following the date of appointment.

20. The Committee shall consist of-

the officers of the Association each of whom shall be elected at an annual general meeting of the Association.

ELECTION OF OFFICERS AND VACANCY

21. (1) Nominations of candidates for election as officers of the Association –

(a) shall be made in writing to the Association in such form as shall from time to time be determined by the Committee, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered by written notice to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

22. For the purposes of these Rules, the office of an officer of the Association becomes vacant if the officer –
- (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns from office by notice in writing given to the Secretary; or
 - (d) has been appointed under rule 18(2)(d) and the term of office as determined by the Committee has expired.

PROCEEDINGS OF COMMITTEE

23. (1) The Committee shall meet at least 2 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President.

SECRETARY

24. The Secretary of the Association shall keep written minutes of the resolutions and proceedings of each general meeting and each committee meeting in the manner deemed necessary by the Committee to fulfill the aims or objectives of the Association, together with a record of the names of persons present at general meetings.

TREASURER

25. The Treasurer of the Association-
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

REMOVAL OF MEMBER OF COMMITTEE

26. The Association in general meeting may by resolution remove any member of the Committee before the expiration of the members term of office and appoint another

member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

CHEQUES

27. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

28. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

29. These rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

30. (1) A notice may be served by or on behalf of the Association upon any member either personally or by written notice to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

31. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

32. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her

custody or under his or her control all books, documents and securities of the Association.