



AUSTRALIAN HAFLINGER HORSE BREEDER'S ASSOCIATION

INCORPORATED IN NEW SOUTH WALES (Y2718903)

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PART I

CONSTITUTION

PRELIMINARY AND OBJECTIVES

OBJECTIVES

- i. To do all things necessary to promote the breeding of Haflinger horses within Australia.
- ii. To sponsor the maintenance and control of breeding standards within Australia of Haflinger horses and to establish and maintain a system of horse registration of Haflinger horses.
- iii. To do all things necessary to maintain a Stud Book register of Pure Bred, Haflo-Arab and Cross Bred horses; and
- iv. To maintain a sense of co-operation amongst the Membership for the effective promotion and marketing of Haflinger horses within Australia.

1. INTERPRETATION

These rules, except in so far as the context or subject matter otherwise indicates or requires:

"Board" means the Board of Management of the Association, as referred to in rule number 14.

"Breeder Member" means a person who owns two pure bred mares or one pure bred mare and one registered, classified pure bred stallion, and is a breeder who is admitted to Membership of the Association.

"Member" means a person who owns or leases at least one registered Haflinger Purebred or Haflo-Arab mare and who has been invited to become a Member by two Breeder Members. A Member is not entitled to sit on the Board for three years, from the dates of their application being approved, unless they have passed the Association's breeding proficiency examination.

"Associate Member" means a person owning a gelding or crossbred horse, or a person wishing to participate in the betterment of the Haflinger breed who is admitted to associate Membership of the Association.

"Honorary Life Member" means a person nominated by the Board and approved by resolution at a General Meeting.

"Honorary Member" means a person or persons appointed by the Board as the Classifier of the Association and the Education Officer for the Association and who have been admitted to Membership of the Association.

"Patron" means such person nominated as patron and appointed by a unanimous vote of the Board.

"Ordinary Board Member" means a Member of the Board who is not an office bearer of the Association, as referred to in rule 15(1);

"Secretary" means -

- (a) The person holding office under these rules as secretary of the Association; or
- (b) Where no such person holds that office - the public officer of the Association. relating thereto;

"The Regulations" means the regulations pertaining to registration, Classification, breed standards and breeding practice and approved by the Board.

"Legislative Regulations" means the Associations Incorporation Legislation 1994

"Registered Haflinger Horse" means a Haflinger horse included in the Studbook of the Australian Haflinger Horse Breeders Association Inc.

(2) In these rules -

- (a) A reference to a function includes a reference to a power, authority and Duty; and
- (b) A reference to the exercise of a function includes, where the function is a Duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II

MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a Member of the Association if, but only if:

- (1) The person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; or
- (2) The person is a natural person who -
 - (a) Is qualified to be a Member of the Association by reason of their ownership of a Registered Haflinger horse; and
 - (b) Has been nominated for Membership of the Association as provided by rule 3; and
 - (c) Has been approved for Membership of the Association by the Board of the Association;
- (3) A person is qualified to be an Associate Member if they meet the criteria for such Membership as determined by the Board.
- (4) By their application for and maintenance of Membership, Members of the Association agree to be bound by and comply with the Regulations as varied from time to time.

3. NOMINATION FOR MEMBERSHIP

- (1) A nomination of a person for Membership or honorary Membership of the Association:
 - (a) Must be made by a Breeder Member of the Association in writing in the form set out in Appendix 1 to these Rules; and
 - (b) Shall be lodged with the secretary or such other office bearer nominated by the Board of the Association.
- (2) As soon as practicable after receiving a nomination for Membership, the secretary or such other office bearer nominated by the Board shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.
- (3) Where the Board determines to approve a nomination for Membership, the secretary or such other office bearer nominated by the Board shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a Member as entrance fee and annual subscription.
- (4) The secretary or such other office bearer nominated by the Board shall, on payment by the nominee of the amounts referred to in clause (3) enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member of the Association.

"Special General Meeting" means a general meeting of the Association other than annual general meeting

"The Act" means the Associations Incorporation Act, 1984 and any regulations

4. CESSATION OF MEMBERSHIP

- (1) A person ceases to be a Member of the Association if the person:
 - (a) Dies;
 - (b) Resigns that Membership;
 - (c) Is expelled from the Association; or
 - (d) Pursuant to Rule 9(3) fails to pay the Membership by 1st September and the Board terminates their Membership.
- (2) A person ceases to be an honorary Member of the Association if the person:
 - (a) Dies;
 - (b) Resigns that Membership;
 - (c) Is expelled from the Association; or
 - (d) Ceases to be either the Classifier of the Association and/or the Education Officer of the Association.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a Member of the Association -

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon cessation of the person's Membership.

6. RESIGNATION OF MEMBERSHIP

- (1) A Member of the Association is not entitled to resign that Membership except in accordance with this rule.
- (2) A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's Membership may resign from Membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Board may determine) in writing to the secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

- (3) Where a Member of the Association ceases to be a Member pursuant to clause (2), and in every other case where a Member ceases to hold Membership, the secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

7. REGISTER OF MEMBERS

- (1) The public officer of the Association or such other office bearer nominated by the Board shall establish and maintain a register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which the person became a Member.
- (2) The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

8. MEMBER'S VOTING RIGHTS

- (1) Upon any question arising at a general meeting Members, Honorary Members and Honorary Life Members shall have one vote and Breeder Members shall have two votes.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year subject to the provisions of Rule 9(3).
- (5) Voting at all meetings of the Association shall be conducted by secret ballot.

9. FEES, SUBSCRIPTIONS, ETC

- (1) A Member of the Association shall, upon admission to Membership, pay to the Association a fee as per current fee list or some other amount as determined by the Board.
- (2) All fees are payable
 - (a) Before 1st July in each calendar year; or
 - (b) Where the Member becomes a Member on or after 1st July in any calendar year - Upon becoming a Member and before 1st July in each succeeding calendar year.
- (3) If a person, whether a Breeder Member, Member or Associate Member, is unfinancial on 1 September their Membership may be terminated forthwith by the Board.
- (4) Fees for services which are payable by the Association's Membership are as listed in the current Fee List. The Board may vary these amounts, at their discretion.

10. MEMBERS' LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by rule 9.

11. RESOLUTION OF INTERNAL DISPUTES

Disputes between Members (in their capacity as Members) of the Association and disputes between Members and the Association that cannot be resolved by the Board, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

12. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any Member of the Association that some other Member of the Association;
 - (a) Has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
- (2) On receiving such a complaint, the Board:
 - (a) Must cause notice of the complaint to be served on the Member concerned; and
 - (b) Must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) Must take into consideration any submissions made by the Member in connection with the complaint.
- (3) The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Board expels or suspends a Member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under rule 13.
- (5) The expulsion or suspension does not take effect:
 - (a) Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

- (b) If within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 13(4), whichever is the later.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A Member may appeal to the Association in special general meeting against a resolution of the Board which is confirmed under rule 12(4), within 7 days after notice of the resolution is served on the Member by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) Upon receipt of a notice from a Member under clause (1), the secretary must notify the Board which is to convene a special general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of the Association convened under clause (3),
 - (a) No business other than the question of the appeal is to be transacted; and
 - (b) The Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the special general meeting the Association passes a special resolution (rule 34) in favour of the confirmation of the resolution, the resolution is confirmed.

PART III

THE BOARD

14. POWERS OF BOARD

The Board shall be called the Board of management of the Association and, subject to the Act, the legislative Regulations and these rules and to any resolution passed by the Association in general meeting -

- (a) Shall control and manage the affairs of the Association;
- (b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of Members of the Association; and
- (c) As power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (d) Shall appoint a Registrar to maintain the Association's stud book and other records pertaining to the classification and registration of Haflinger horses pursuant to the regulations.
- (e) Shall cause to be created and maintained to the required standard of the Equestrian Federation of Australia a set of regulations for the purpose of the classification and registration of Haflinger horses.

15. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first Members of the Board to section 21 of the Act, the Board shall consist of-
 - (a) The office-bearers of the Association; and
 - (b) Three ordinary Board Members, each of whom shall be elected at the annual general meeting of the Association pursuant to rule 16.
- (2) The office-bearers of the Association shall be -
 - (a) The President;
 - (b) The Vice-President;
 - (c) The Treasurer; and
 - (d) The Secretary.
- (3) Each Member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the Member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the Membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of the appointment.
- (5) The Registrar and the Education Officer shall be a non-elected Members of the Board who shall be entitled to attend all Board meetings but will have no voting rights at those meetings.

16. ELECTION OF BOARD MEMBERS

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Board Members of the Board;
 - (a) Shall be made in writing, signed by 2 Breeder 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 to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary Members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) Each candidate who nominated pursuant to clause 1 shall be a financial Member of the Association and a breeder Member, a Member or an honorary life Member of the Association.
- (8) Those candidates who nominated for the positions of Secretary and/or Treasurer of the Association must have as part of their form of nomination evidence of attaining the standard of competency previously established by the Board. This standard of competency may be altered or waived from time to time by the Board.

17. SECRETARY

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of
 - (a) All appointments of office-bearers and Members of the Board;
 - (b) The names of Members of the Board present at a Board meeting or a General meeting; and
 - (c) All proceedings at Board meetings and general meetings.
- (3) Minutes of proceeding at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. TREASURER

It is the duty of the Treasurer of the Association to ensure that -

- (1) All money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (2) Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

19. EDUCATION OFFICER

It is the duty of the Education Officer of the Association:-

- (1) To make recommendation to the Board on the competency standards for the positions of Secretary and Treasurer for consideration by the Board.
- (2) To establish, maintain and run educational courses about the Haflinger horse, the breeding of the Haflinger horse and any other like activities, which would promote, in an educational manner, the Haflinger breed.
- (3) The Education Officer may attend and participate in Board meetings but will not have a vote at Board meetings.

20. REGISTRAR

- (1) The Registrar shall be a person appointed by the Board and approved by the Association at the next Annual General Meeting.
- (2) A Registrar, after being approved by the Annual General Meeting referred to in clause 1, shall hold office until that person resigns, dies or is removed from the office by the terms of Rules 12 and 13.
- (3) It is the duty of the Registrar:
 - (a) To keep all records of all horses registered with the Association in three separate categories:
 - (i) Purebred
 - (ii) HafloArab, and
 - (iii) Crossbred;
 - (b) To compile data for publication of a Stud Book;
 - (c) To co-ordinate classification days.
- (4) The Registrar will attend and participate in Board meetings but will not have a vote at Board meetings.

21. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy in the office of a Member of the Board occurs if the Member -

- (a) Dies;
- (b) Ceases to be a Member of the Association;

- (c) Becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) Resigns office by notice in writing given to the secretary;
- (e) Or is removed from office under rule 22; or
- (f) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) Is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

22. REMOVAL OF MEMBER OF BOARD

- (1) The Association in a general meeting may by resolution remove any Member of the Board from the office of Member of the Board before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (2) Where a Member of the Board to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the secretary or the president may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. MEETINGS AND QUORUM

- (1) The Board shall meet at least once in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any Member of the Board.
- (3) Oral or written notice of a meeting of the Board shall be given by the secretary to each Member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the Members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the appointed time for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Board -
 - (a) The president or, in the president's absence, the Vice-President shall preside; or
 - (b) If the president and the Vice-President are absent or unwilling to act such one of the remaining Members of the Board as may be chosen by the Member present at the meeting shall preside.

24. DELEGATION BY BOARD TO SUB-BOARD

- (1) The Board may, by instrument in writing, delegate to one or more sub-boards (consisting of such Member or Members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than -
 - (a) This power of delegation; and
 - (b) A function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Board under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Board acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-Board may meet and adjourn, as it thinks proper.

25. VOTING AND DECISIONS

- (1) Question arising at a meeting of the Board or of any sub-Board or of any sub-Board appointed by the Board shall be determined by a majority of the votes of Members of the Board or sub-Board present at the meeting.
- (2) Each Member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 23(5), the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or sub-Board.
- (5) A resolution of the Board or a sub Board that is in writing and signed by all Members of the Board or sub Board shall be as valid and effectual as one passed at a properly convened meeting of the Board or sub Board.

PART IV

GENERAL MEETING

26. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) With the exception of the first annual general meeting of the Association, the Association shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- (2) The Association shall hold its first annual general meeting -
 - (a) Within the period of 18 months after its incorporation under the Act; and
 - (b) Within the period of 2 months after the expiration of the first financial year of the Association
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

27. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association shall, subject to the Act and to rule 25, be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) To receive form the Board reports upon the activities of the Association during the last preceding financial year;
 - (c) To elect office-bearers of the Association and ordinary Members of the Board; and
 - (d) To receive and consider the statement which is required to be submitted to Members pursuant to section 28(6) of the Act.
 - (e) An annual general meeting shall be specified as such in the notice convening it.

28. SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than 5 per cent of the total number of Members, convene a special general meeting of the Association.
- (3) A requisition of Members for a special general meeting -
 - (a) Shall state the purpose or purposes of the meeting;
 - (b) Shall be signed by the Members making the requisitions;
 - (c) Shall be lodged with the secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Member or Members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

29. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall at least 28 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 26(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

30. PROCEDURE

- (1) 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 the meeting is considering that item.
- (2) Five Members present in person (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.
- (3) 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 following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a 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 constitute a quorum.

31. PRESIDING MEMBER

- (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 or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

32. ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at 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.
Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clause (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carded unanimously or carried by a particular majority or lost, or 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.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 Members present in person or represented by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken -
 - a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter

34. SPECIAL RESOLUTION

- (1) A resolution of the Association is a special resolution if-
 - (a) It is passed by a majority, which comprises not less than three-quarters of all Members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 28 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - (b) Where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a); The resolution is passed in a manner specified by the Commissioner.

35. APPOINTMENT OF PROXIES

- (1) Each Member shall be entitled to appoint another Member as 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.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

36. MEETINGS

- (1) Reference in these rules to a validly constituted meeting include the reference to a situation where, through a link established by means of any system of telephone, audio or audio-visual communication, the Board Members as referred to in rule 15 or Members of the Association absent from the place appointed for a meeting can hear and be heard by;
 - (a) One another (if more than one); and
 - (b) The Board Members or Members in attendance at that place, for the purpose of being present at the meeting.
- (2) Where clause 1 applies;
 - (a) The Board Members or Members of the Association in attendance at the place appointed for the meeting; and
 - (b) The Board Members or Members of the Association absent from that place but who can hear and be heard as described in that clause, are then to be assembled together at that meeting held at that place.
- (3) A meeting may be validly constituted under this rule only if:
 - (a) The nature of the communication link is made known to each Member entitled to be present at the meeting;
 - (b) Each Member entitled to be present at that meeting is given a reasonable opportunity to participate in the meeting by way of a communication link; and
 - (c) The Board has approved the use of the communication link taking into account such factors as the cost of the communication link and the ability to put such a communication link into place for the meeting. This list of factors if not exhaustive.

37. RETURNING OFFICER

The Board shall cause to be appointed a Returning Officer where a meeting or annual general meeting or special general meeting referred to in rules 26 and 28 respectively has been called by the procedures in these rules. The Returning Officer shall be a person who is not entitled to vote at a meeting of the Association

38. SCRUTINEERS

- (1) If Scrutineers are required on a secret ballot at a meeting of the Association, the presiding officers shall select by lot from the non-voting Membership of the Association and who are present at the meeting, two scrutineers.
- (2) If the person does not accept the appointment as a scrutineer then a further selection shall be made by lot from the Members referred to in clause 1.
- (3) If there are no persons at a meeting of the Association who are available to be scrutineers selected by lot, then the Presiding Officer shall call for nominations for scrutineers from all of the membership of the Association for two scrutineers who shall be decided by secret ballot counted by the Presiding Officer and one Breeder Member.

**PART V.
MISCELLANEOUS**

39. REGULATIONS

- (1) The Board can amend such regulations at any time.
- (2) These regulations will become enforceable immediately when approved by the Board.
- (3) They may be overturned at a later time in a general meeting of the Association.
- (4) Should a regulation approved by the Board be amended or overturned at a later time by a general meeting of the Association and the Registrar or Classifier to the Association has acted upon the regulations approved by the Board then that decision shall stand as being a proper and appropriate decision.
- (5) No recourse shall be available to the Classifier to the Association and/or the Registrar for relying upon the regulation amended or overturned by the general meeting of the Association.

40. INSURANCE

- (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

41. FUNDS-SOURCE

- (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

42. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Members of the Board or employees of the Association, being Members or employees authorised to do so by the Board.

43. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the board

44. COMMON SEAL

- (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 Members of the Board or of 1 Member of the Board and of the public officer or secretary.

45. CUSTODY OF BOOKS, ETC.

Except as otherwise provided by these rules, the public officer or such other officer nominated by the Board shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

46. INSPECTION OF BOOKS, ETC.

The records, books and other documents of the Association shall be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

47. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

48. SURPLUS PROPERTY

- (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated Association as the Association in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated Association so nominated shall be one which nominated shall be one which fulfils the requirements specified in section 53(2) (a) - (c) of the Act.

Appendix 1

**Application for Membership of Association
Australian Haflinger Horse Breeders Association Inc**

I.....
of.....
..... Hereby apply to become a Member of the above named incorporated Association. In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of applicant
Date.....

I..... a Breeder Member of the Association,
nominate the applicant, who is personally known to me, for Membership of the Association.

.....*Signature of proposer*
Date.....

I..... a Breeder Member of the Association,
nominate the applicant, who is personally known to me, for Membership of the Association.

Appendix 2

Australian Haflinger Horse Breeders Association Inc

PROXY

I/Weof.....

being a Member of the Australian Haflinger Horse Breeder's Association Inc.

hereby appointof.....

being a Member of the Australian Haflinger Horse Breeders Association Inc. as my proxy to

vote for me on my behalf at the general meeting of the Association to be held on the

..... day of 19 and any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

*To be inserted if desired.

(Signed).....

Dated..... 19.....

Note: A proxy vote may not be given to a person who is not a Member of the Association

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