

MEMORANDUM OF ASSOCIATION

AUSTRALIAN WARMBLOOD HORSE ASSOCIATION LIMITED

ABN 56 063 906 150

1. The name of the Company is the "Australian Warmblood Horse Association Limited" (hereinafter called "the Company")
2. The objects for which the company is established are: -
 - (a) To promote the Warmblood horse and to ensure that horses registered by members in the Studbooks maintained by the company are considered suitable for sports such as dressage, show jumping, eventing and driving and are performance horses showing quality, correct conformation; correct movement with impulsion balance and cadence; a suitable character and a willing temperament, jumping ability, style and technique.
 - (b) To encourage and promote the breeding, improvement, exhibition and participation in competition of Warmblood horses.
 - Resolution** (c) To organise, hold, supervise, promote and conduct competitions,
to amend shows, exhibitions, sales, State ~~events~~ ~~Gala Days~~ and activities for
passed Warmblood horses.
08/12/14
 - (d) To appraise, classify and register Warmblood horses in accordance with the specifications and guidelines published set out in the Schedule to this memorandum of Association and which shall form part of and be included in this Memorandum of Association.
 - (e) To have, maintain and supervise the use of appropriate equipment, premises, machinery, goods and livestock suitable or appropriate for use in connection with Warmblood horses.
 - (f) To establish, keep and maintain accurate stud books and other records in respect of Warmblood horses.
 - (g) To purchase, take, lease or in exchange or otherwise acquire and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal which the company may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the company to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the company.

- (h) To construct, maintain and alter any building or work necessary or convenient for the purposes of the company.
- (i) To raise money by entrance fee, subscriptions and the payments payable by members and to grant any rights and privileges to subscribers.
- (j) To promote and hold either alone or jointly with any other Association or persons, meetings, competitions, matches and other activities and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses, whether for members or other persons, and to promote, give or support dinners, balls, concerts and other entertainments provided that no member of the company or other person shall receive any prize, medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the company or as a mark of esteem towards that member or to the cost of the holding or promotion of which the company may have subscribed out of its income or property and which, under the regulations affecting the said game, match, sporting event or competition, may be awarded to him.
- (k) To subscribe to become a member of and co-operate with any other company, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of this company.
- (l) To make, draw, accept, endorse, discount and execute and to issue Promissory Notes, bills of Exchange, Debentures or other transferable or negotiable instruments of any description.
- (m) To borrow or raise and secure the payment of money in such manner as the company shall think fit, in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the company's property (both present and future), and to purchase, redeem or pay off any such securities.
- (n) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee, or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the company's business or undertaking or property, both present and future.
- (o) To indemnify any person or persons, whether members of the company or not who may incur or have incurred any personal liability for the benefit of the company and for that purpose to give such person or persons mortgages, charges or other securities, over the whole or any part of the real or personal property present or future of the company.
- (p) To invest and deal with the moneys of the company upon such securities, and in such manner as may from time to time be determined, and to sell dispose of, realise or otherwise deal with any such securities.

- (q) To hire, employ and dismiss secretaries, clerks, managers, servants, workmen and contractors and to pay to them and to other persons in return for services rendered to the company salaries, wages, gratuities or pensions.
- (r) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (s) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company.
- (t) To sell or dispose of the undertaking of the company or any part thereof, for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the company.
- (u) To insure against damage by fire or otherwise any insurable property of the company and to insure any servant of the company against risk, accident or fidelity in the course of their employment by the company and to effect insurances for the purpose of indemnifying the company and to establish and support or aid in the establishment and support calculated to benefit employees or past employees of the company or the dependents or connections of any such persons and to grant pensions and allowances to pay premiums or other amounts on such insurance funds, pensions or allowances.
- (v) From time to time to make donations to such persons as the company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (w) To do all or any of the abovementioned things either singularly or in conjunction with any other corporation, company, firm, association, club or person and either as principal, agents, contractors, trustees or otherwise.
- (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and effect of any objects shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the clause is to be construed so as to widen and not restrict the powers of the company.

The powers set forth in the First Schedule to the Corporations Law shall not apply to the company except in so far as they are included in this Clause 2.

3. The income and property of the company, however derived, shall be applied solely towards the promotion of the objects of the company set forth in this Memorandum of Association; and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise nothing howsoever prevent the payment, in good faith, or reasonable and proper remuneration to any officer or employee of the company, or to any member of the company, in return for any services actually rendered to the company, nor prevent the payment of interest on money borrowed from a member of the company for any of the purposes of the company.
4. The liability of members is limited.
5. Every member of the company undertakes to contribute to the assets of the company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of any debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding two dollars (\$2.00).
6. If upon the winding up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the company at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of the Australian Capital Territory or the Federal Court of Australia or such other judges of those courts as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
7. The names and addresses and occupation of the subscribers to this Memorandum of Association are:

Dated this 13th day of October 1994.

| NAMES | ADDRESSES | OCCUPATIONS |
|----------------------|--|-------------|
| Joanne Pappas | Highborn Warmblood Stud "Ozark" RMB 2192 via Queanbeavn NSW 2620 | |
| Brian Raymond Silvia | 5 Coolalie Place KENTHURST NSW 2156 | |
| Russell Davidson | 1006 Gowan Road CALAMVALE QLD 4116 | |
| Suzanne Merry | Lot 1 Clancy Road GAWLER BELT SA 5118 | |
| Robert Hendry | Boorabindi Stud RMB 1040 Mirboo North Road BOOLARRA VIC 3870 | |
| Christopher Lloyd | Cnr Neds Corner & Rollonds Road OLD FIELD LOCATION WA 1066 | |

NOTE: The original document includes the signatures of those listed above and can be viewed upon request to the Federal Board.

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
of
AUSTRALIAN WARMBLOOD HORSE ASSOCIATION LIMITED
ABN 56 063 906 150

DEFINITIONS

1. In these Articles of Association unless there be something in the subject or context inconsistent therewith:

"The Act" means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Articles become binding on the Company shall have the meaning so defined.

"The Board" means the members for the time being of the Board of Directors of the Company constituted in accordance with these Articles.

"By-Laws" shall mean and include Rules.

"The Company" means the above named company.

"In writing" and **"written"** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

"Month" means calendar month.

"Officers" include the Secretary and members of the Board but does not include the Auditor.

"Secretary" includes Acting Secretary, Assistant Secretary, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the meaning assigned thereto by the Act.

"The Office" means the registered office for the time being of the Company.

2. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Company or these Articles shall be conclusive and binding on all members of the Company, subject to such construction or interpretation being varied or revised by the members of the Company in General Meeting or by the Supreme Court of the Australian Capital Territory or the Federal Court of Australia.

MEMBERSHIP

4. The number of members with which the Company proposes to be registered is 2,000 but the directors may from time to time register an increase in members.
5. The first members of the company shall be:
 - (a) The signatories to the Memorandum of Association and these Articles;
 - (b) Every person who was at the date of the incorporation of the company a member of one of the Associations referred to in Article 7 and who shall on or before 30 September 1994 or such extended period as the Board may determine sign and deliver to the Secretary of the company an application for membership in such form as may be determined by the Board. Such persons shall be elected by the Board to the class of membership for which they are qualified in accordance with these Articles of Association.

6. The membership of the Company for the purposes of administration and voting at General Meetings shall be divided into the following classes:

- A class - being members registered on the ACT Register
- B class - being members registered on the NSW Register
- C class - being members registered on the Queensland Register
- D class - being members registered on the South Australian Register
- E class - being members registered on the Western Australian Register
- F class - being members registered on the Victorian Register

Resolution to add passed 28/1/95
G class - being members registered in the Tasmanian Register

The members by Special Resolution may amend these Articles to add further classes of membership.

Resolution to amend passed 10/9/2012
7. Each class of membership referred to in Article 6 shall elect a committee responsible for the management and affairs of the members of that class and the maintenance of a register of all horses of members of that class. *Where a full committee cannot be filled by a particular Class (State), then an existing committee may elect to nominate a financial member from another State to hold office or sit on its committee provided that the nomination is accepted by a majority vote of that Class (State) committee.*

The committees for each class will be the committees of the respective associations as at the date of incorporation of the company in the Schedule below:

SCHEDULE

A class) Australian Warmblood Horse Association (A.C.T. Branch) Inc.

B class) Australian Warmblood Horse Association (New South Wales) Inc.

C class) Australian Warmblood Horse Association (QLD Branch) Inc.

D class) Australian Warmblood Horse Association (South Australian Branch) Inc.

E class) Australian Warmblood Horse Association (West Australia) Inc.

Resolution to amend passed 10/9/2012
F class) Australian Warmblood ~~Studbook~~ Association (Victoria) Inc.

Resolution to amend passed 10/9/2012
G class) Australian Warmblood Horse Association (Tasmania) Inc.

Resolution to amend passed
Each committee shall comprise a President, a Vice-President, a Treasurer, a Secretary, a ~~Publicity Officer~~, a ~~Registrar~~ and not more than eight ordinary committee members.

08/12/14

**Resolution to
add passed
28/1/95**

a) Each class Committee shall meet at least once each quarter. If no Committee Meeting is held for six calendar months, then the Committee is deemed to have been dissolved or disbanded as specified in Article 10 and thereupon the Board shall convene a meeting of that class' members within 3 months for the purpose of electing a new Committee to serve the balance of the pre-existing Committees' terms.

The quorum for any class Committee Meeting shall be half the total number of elected members to the Committee plus one. Each Committee Member shall be entitled to one vote at such Committee Meetings with equal voting value. All Resolutions passed shall be by simple majority and in the event of a dead-lock of votes, the President and/or Chairman shall have a second or casting vote. The Chairman of a meeting shall be the President; failing his/her attendance, the remaining Committee Members shall elect one of their number as Chairman for the purpose of the meeting.

8. The committee of each class shall be responsible to the Board of the Company for the following matters

**Resolution to
amend passed
27/1/2006**

(a) To supply information required for the maintenance a central Register of horses and assist in carrying out any rectification of that Register as the Board may direct from time to time.

(b) the admission of new members in accordance with these articles.

**Resolution to
amend passed
08/12/14**

(c) notification to the Secretary of the Company within 30 days of the end of each calendar quarter of the election of any person to membership of the Company ~~and payment to the Board of capitation fees due relative to that calendar quarter.~~

(d) the maintenance of books and records of the class.

**Resolution
to amend
passed
08/12/14**

(e) such other matters as may from time to time be delegated to that class by the Board, inclusive of activities to support the AWH National Tour.

Resolution to amend passed 08/12/14 (f) the organisation and conduct of ~~Gala days~~ *a minimum of one Event per annum (other than the National Tour), in each State of Australia where State Committees have been formed (ie; NSW, VIC, SA, WA and QLD);*

Resolution to amend passed 08/12/14 (g) to conduct ~~bank accounts and~~ the financial affairs of the class in accordance with budgets approved by the Board of Directors from time to time;

Resolution to add passed 08/12/14 (h) *the organization and conduct, in conjunction with the Federal Registrar, of annual Colt and Mare Classification events in each State of Australia;*

9. Following the dissolution of each Association referred to in Article 7 the funds and assets remaining shall be retained by the Committee of the class succeeding the Committee of that Association and shall be applied towards the administration and activities of that class in accordance with these Articles.

10. In the event that there is no Committee of a class or a class is dissolved or disbanded the funds and assets of that class remaining after payment of all debts incurred by or on behalf of that class shall not be applied to the general purposes of the company but shall be retained by the Company for a period of two years and during such period if a new Committee for the class is formed in accordance with these Articles the said funds and assets will be transferred to that new Committee to be applied towards the administration and activities of that class in accordance with these Articles. If after the period of two years has elapsed a new Committee for the class has not been formed in accordance with these Articles the funds and assets of that class may be applied to the general purposes of the company as determined by the Board.

Resolution to delete passed 27/1/2006 ~~11. _____ A member can not register a horse or horses on more than one register referred to in Article 6.~~

Resolution to amend passed 12. The Committee of each class of membership referred to in Article 6 may from time to time and at any time elect any person or persons willing to be bound by *the*

08/12/14

AWHA Code of Conduct, the Memorandum of Association and these Articles to be a member or members of the Company.

13. (a) Every application for membership of the Company shall be in writing and shall be in such form as may be prescribed by the Board from time to time and shall be signed by the applicant.

(b) The Committee of the class may refuse any application for membership without assigning any reason therefor.

Resolution to delete passed
08/12/14

~~(e) The Committee of the class shall elect a member only by a resolution carried by a majority of not less than three fourths of the members present at the meeting considering the application provided there is a quorum present at the meeting.~~

14. Each class of membership referred to in Article 6 shall be divided into the following sub classes.

(a) Ordinary Members - shall be persons who are registered as Ordinary members on the Register administered by that class of membership. Persons resident outside Australia may become Ordinary members. Ordinary members are entitled to one vote at a meeting of members and may be elected to a Committee or the Board.

(b) Corporate Members - shall be companies incorporated in Australia which are registered on the Register administered by that class of Membership. Corporate members are entitled to one vote at a meeting of members and are entitled to have one representative eligible to be elected to a Committee or the Board.

Resolution to add passed
10/9/2012

~~Honorary Life Members - shall be natural persons who have rendered outstanding service to the Company and/or in respect of the objects of the Company and who have been elected to Honorary Life Membership by a majority of not less than two thirds of those members who being eligible either in person or by proxy at Annual General Meeting of the Company. Honorary Life Members shall be relieved of the obligation to pay an annual subscription but in all other respects shall be subject to these Articles of Association and shall have the same rights and privileges as Ordinary members. To be considered eligible for Honorary Life Membership, the nominee must have fulfilled the following criteria and in so doing,~~

rendered outstanding service to the Company:

- 1. Have continuous membership with the Association and have served on a State and/or Federal committee for at least 10 years.*
- 2. Made an outstanding and documented contribution to the Administration of the AWhA at State and/or Federal level in their capacity as a committee member in an Office Bearer position.*
- 3. Be generally known and recognised within the Warmblood industry, as a member of the AWhA who has actively promoted the Australian Warmblood horse in the breeding or showing or performance arenas.*

Submission of a resume to confirm suitability is required along with nomination. The appointment will be considered at the Federal AGM following the time of nomination.

Note that submission of the nomination and resume does not automatically constitute Honorary Life Membership. This will be determined by the Federal Committee at the time of consideration at an Annual General Meeting.

(c) Honorary Life Members shall be relieved of the obligation to pay an annual subscription but in all other respects shall be subject to these Articles of Association and shall have the same rights and privileges as Ordinary members.

(d) Honorary Members - shall be members who have rendered outstanding service to the Company and who have been elected to Honorary Membership for a period of one year by a majority of not less than two thirds of those members who being eligible vote either in person or by proxy at an Annual General Meeting of the class of which that person is a member. Honorary Members shall be relieved of the obligation to pay an annual subscription but in all other respects shall be subject to these Articles of Association and shall have the same rights and privileges as Ordinary members.

(e) Family Members - shall be the Spouse (including de facto spouse) child or stepchild of an Ordinary Member who has been elected to family membership of the Company. Family members shall have two members who vote on behalf of all members of the one family and who are eligible to be elected to a Committee or the Board.

(f) Associate Members - may be owners or part owners of a horse or horses registered on the register administered by that Class of Membership and who have been elected to Associate Membership of the Company. Associate members shall not be eligible to apply for the registration of a horse. Persons under the age of 18 years wishing to become members may only become Associate members. Associate members shall not vote at a

meeting of members and shall not be elected to a Committee or the Board.

15. The rights and privileges of a member shall be personal to such member and shall not be transferred or transmissible either by such member or by operation of law and shall cease on the death of the member or upon his resignation or expulsion as hereinafter provided and in the case of a Corporate member on the dissolution of that Company.

**Resolution
to amend
passed
08/12/14**

16. Only Ordinary Members, Honorary Life Members, Honorary members and representatives of Family Members and one director of a Corporate member shall be entitled to vote at any General Meeting or the Annual General meeting of the Company or of a class referred to in Article 6 or be elected to the Board of the Company (*whereby they have been elected to the Board via a functioning, resident State Committee*) or to the Committee of a class referred to in Article 6. Each such member with the exception of Family members shall be entitled only to one vote either in person or by proxy. Family members are entitled to two votes for each family and two members of the family may be elected to the Board of the company (*whereby they have been elected to the Board via a functioning, resident State Committee*) or to the Committee of a class referred to in Article 6.

SUBSCRIPTIONS

**Resolution
to amend
passed
08/12/14**

17. (a) All members shall pay to the company an annual subscription of such sum as may be determined by the Board from time to time. All such subscriptions are payable to the *Company* ~~class to which the member belongs;~~

**Resolution
to amend
passed
08/12/14**

(b) All subscriptions shall be due and payable on ~~30 June~~ *31 August* in each year and shall be for the membership year commencing on the first day of September of that year;

(c) If any subscription shall remain unpaid by 1 September in any year the member concerned shall be unfinancial and shall not be allowed to attend and vote at any meeting of the Company or any class or participate in any of the activities of the company or any class until such subscription is paid;

(d) Notwithstanding the provisions of paragraph (c) of this Article 17 if any subscription remains unpaid at 30 November the Secretary of that class shall give notice in writing of the default to the member concerned and if the sum remains unpaid for a further period of one month after such notice has been given the person shall cease to be a member of the company and the Secretary of that class shall cause a notice to that effect to be given to the Committee of the class of which that person was a member and the Secretary of that class shall cause the Register of Members of that class to record that the person has ceased to be a member and the date of such cessation.

(e) Class Committees may determine to charge new members a reduced subscription in their first year of membership. Such reduction being pro-rata for the remaining period of the year in which the member was accepted to membership.

CESSATION OR SUSPENSION OF MEMBERSHIP

Resolution to amend passed 08/12/14

18. If any member shall refuse or neglect to comply with any of the provisions of the Memorandum and these Articles or shall become a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or whose estate is insolvent under administration or being a corporate member is in liquidation or who shall in the opinion of the Board be guilty of any conduct prejudicial to the interests of the Company or unbecoming of a member of the Company *in accordance with the AWhA Code of Conduct*, such member shall be liable to expulsion or suspension for such period as the Board may determine. No member shall be expelled or suspended other than by a resolution of the Board provided that not less than seven (7) days before the meeting of the Board at which such resolution is passed such person shall have had notice of the charge against the member. Such member shall be entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing. No resolution by the Board to expel or suspend a member shall be passed unless at least two-thirds of the total membership of the Board votes in favour of the resolution. Any decision of the Board shall be final and it shall not be required to assign any reason for its decision.

BOARD OF DIRECTORS

**Resolution
to amend
passed
08/12/14** 19. The Company shall be governed and its affairs administered by a Board of such number of Directors as comprises a President, a Vice President, a Treasurer, a Federal Registrar, Secretary and such additional ordinary directors as, when added to the office holders, equals twice the number of classes of members (*whereby there is a functioning resident State Committee*) then in existence.

20. The first directors of the Company who shall hold office until the first Annual General Meeting of the company shall be those set out in the following schedule:

SCHEDULE

Joanne Pappas
Brian Raymond Sylvia
Russell Davidson
Suzanne Merry
Robert Hendry
Christopher Lloyd

21. No person may be appointed to be a director of the Company unless he is also a member of the Company and has the qualification referred to in Article 16.

**Resolution
to amend
passed
08/12/14** 22. The Committee of a class (*whereby there is a functioning resident State Committee*) shall have power at any time and from time to time to appoint any qualified person as a director to fill a casual vacancy in relation to a Board member of that class provided any director so appointed shall hold office until the next Annual General Meeting of the Company and shall then be eligible for re-election and provided further that the person who is appointed is a member of the Committee from the same class as the director whose position is to be filled. Should the Committee of that class fail to so appoint a director within 60 days of the casual vacancy arising the Board may do so provided the person appointed is a member of the Committee from the same class as the director whose position is to be filled.

23. A director may resign from his office upon giving notice in writing to the Company and such resignation shall take effect forthwith upon its receipt by the Company.

24. The continuing members of the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below that number which represents half the number of directors as provided in Article 19 plus one (which shall be a quorum of the Board) the continuing member or members may act for the purpose of increasing the number of members of the Board to that necessary for a quorum or of summoning a general meeting of the Company but for no other purpose.

**Resolution to
amend passed
08/12/14**

25. The Board shall comprise two representatives from each class of membership (*whereby there is a functioning resident State Committee*) elected as follows:

(a) The members in each class of membership (*whereby there is a functioning resident State Committee*) referred to in Article 6 of these Articles of Association will hold General Meetings no earlier than the month of ~~October~~ *September* and no later than 4 weeks prior to the date set for the Annual General Meeting each year. The business of such General Meetings will include the election of the Committee of that class and the election of two persons (both of whom shall also be members of the Committee for that class and one of whom may be the President of that class at the President's option) to be directors of the company who shall take office as directors at the conclusion of the next Annual General Meeting of the company.

**Resolution to
amend passed
08/12/14**

(b) Prior to the Annual General Meeting each class committee (*whereby there is a functioning resident State Committee*) will nominate which directors will hold office at the Annual General Meeting of the company which will be held ~~in January in each~~ *year-annually*. The persons nominated as directors shall from among their number elect the office holders in the following order:

- (i) President
- (ii) Vice President
- (iii) Treasurer
- (iv) Federal Registrar

**Resolution to
amend passed
08/12/14**

No director may hold more than two offices. The President ~~may not hold any other Office, and~~ cannot be appointed as Secretary of the Company, or Vice President ~~Publicity Officer~~.

SECRETARY

**Resolution
to amend
passed
08/12/14**

26. The Board shall also appoint ~~from among those nominated as directors one person who shall be the~~ a Secretary of the company who need not be a Director.

27. The Board shall appoint a Federal Publicity Officer who need not be a Director. The duties of the Federal Publicity Officer shall be as determined by the Board from time to time.

28. (a) There shall be a Federal Executive comprising the President, the Secretary, the Treasurer, Registrar, the Federal Publicity Officer and the Presidents of each of the class committees who are elected as directors in accordance with these Articles.

(b) The Federal Executive will function as a Committee of the Board and will make recommendations for approval by the Board on such matters as it may consider fit from time to time.

ASSISTANT SECRETARY

29. The Board may appoint an Assistant Secretary of the Company who shall hold office on such terms and conditions and remuneration (if any) and other entitlements and otherwise as the Board may determine.

PROCEEDINGS OF THE BOARD

**Resolution
to amend
passed
08/12/14**

30. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in every three calendar months for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered *into the AWhA Document Repository in electronic format* ~~in a Minute Book provided for that purpose~~. The Minutes of a meeting of directors must be distributed to members of the Board ~~not less than 30 days prior to the next meeting of directors~~ *within 2 weeks of the meeting via email*. The President shall be Chairman of the Board or in his absence the Vice President and in the absence of both the

President and the Vice President the Board shall elect a Chairman from among their number.

31. The President may at any time, and the Secretary shall, upon the request of not less than five members of the Board convene a meeting of the Board which must be convened within 21 days of such request.
32. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman shall have a second or casting vote.
33. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
34. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
35. No director shall be disqualified by reason of his office from contracting with the Company either as Vendor or Purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Company in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interest be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided however that prior to the Company entering into such contract or arrangement the director declares the nature of his interest at a meeting of the Board and in all other respects the requirements of Section 231 and 232A of the Act are observed.

VACANCIES OF THE BOARD

36. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board or the whole of the Board before the expiration of his or their period of office. However, where a director so removed is a representative of a particular class the resolution to remove that director does not take effect until a successor has been appointed by that class. Any person so appointed shall hold office during such time only as the person whose place he is appointed to would have held the same if he had not been so removed.
37. The office of director shall, ipso facto, be vacated:
- (a) If he becomes bankrupt or suspends payment or compounds with creditors or is convicted of an offence carrying a maximum penalty exceeding 3 years imprisonment;
 - (b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) If he is absent from meetings of the Board for a continuous period of six calendar months without leave of absence from the Board and the Board resolves that by reason of such absence his office be vacated.
 - (d) If by notice in writing given to the Secretary he resigns his office.
 - (e) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) If he ceases to be a member of the Company.
 - (g) If without the consent of the company in general meeting holds any office of profit under the company;
 - (h) If he is directly or indirectly interested in any contract or proposed contract with the company and fails to declare the nature of his interest to the Board prior to the company entering into that contract;
 - (i) If he has a material personal interest in a matter that is being considered at a meeting of the Board or of the directors of the Company and fails to declare the nature of his interest prior to any vote on the matter by the Board or the directors;
 - (j) If he ceases to be an office bearer of the State Association for the class of membership which elected him as a director.

POWERS OF BOARD

38. The Board shall be responsible for the management of the business and affairs of the Company.

39. The Board may exercise its powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Company in General Meeting or by the Committee of any class referred to in Article 6 but subject nevertheless to the provisions of the Act. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (b) To secure the fulfilment of any contract or engagement entered into by the Company by mortgaging or charging all or any of the property of the Company as may be thought fit.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and to observe and perform the award.
 - (d) To determine who shall be entitled to sign or endorse on the Company's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (e) To invest and deal with any of the moneys of the Company not immediately required for the purposes of the Company upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (f) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Company and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Company's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Company's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (g) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Company and to lease any property of the Company and to exchange or sell all or any of the lands and buildings or other property or rights to which the Company may be entitled from time to time.
 - (h) To delegate any of its powers to committees (including and subject to these Articles the Committees of each class referred to in Article 6) consisting of such member or members of the company as it may from time to time think fit and may

from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

- (i) To make such By-laws not inconsistent with the Memorandum and these Articles of Association of the company as in the opinion of the Board are necessary or desirable for the proper control administration and management of the company's finances, affairs, interests, effects and property and for the well being of the members of the company and to amend or rescind from time to time any such By-laws and without the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law;
 - (ii) The general management control and activities of the company;
 - (iii) The upkeep and management of the company's facilities;
 - (iv) The control and management of all competitions;
 - (v) The conduct of members;
 - (vi) The privileges to be enjoyed by members;
 - (vii) (vii) The relationship between members and company employees.
- (j) To enforce the observance of all By-laws by suspension from enjoyment of the privileges of membership or any of them or otherwise as the Board thinks fit.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.

40. The Annual Subscription and joining fees in each class and sub class of membership shall be determined by the Board each year and shall be payable annually in advance by each member on or before 1 September in each year.

GENERAL MEETINGS

41. The provisions of Articles 43, 44, 46, 47, 48, 49, 50, 51, 52, 53 and 54 shall apply mutatis mutandis to general meetings of classes of Members.

Resolution to amend passed 27/1/2006 42 A General Meeting of the Company called the Annual General Meeting shall be held once in every *financial* year at such time and place as may be determined by the Board in the month of *November, December or January*. All meetings of the Company other than Annual General Meetings shall be called General Meetings.

42. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum of the members of the Company having at the date of the deposit of the requisition at the office of the Company a right to vote at General Meeting of the Company forthwith proceed to convene a General Meeting of the Company to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Company of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must be signed by each requisitionist and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionist.
 - (b) If the Board does not within twenty one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition at the office of the Company.
 - (c) In the case of a meeting at which the resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meeting are convened by the Board.
 - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Company.
43. Subject to the provisions of the Act relating to special resolutions fourteen days notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Company but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned or a member entitled to attend the meeting declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

***Resolution to
amend passed
08/12/14***

44. The business of any Annual General Meeting of the Company shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and subject to the Act / ASIC requirements and at the Board's discretion, ~~to~~ appoint an Auditor or *Company eligible to perform a Formal Review, Auditors* or any

other general business that may properly be put to the meeting.

45. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business.

Resolution to amend passed 23/1/99 *A quorum shall be twenty (20) members present and entitled to vote at any Extraordinary or Annual General Meeting of the Company. A quorum for the purpose of State Annual General Meetings (AGM) shall be the greater of 5% of the respective States membership at the time of the AGM or 5 members represented in person or by proxy.*

46. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
47. The Chairman of the Board shall be entitled to take the Chair at every General Meeting. If the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Company present shall elect a member of the Board to be Chairman of the meeting.
48. Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
49. (a) at meetings of members each member entitled to vote may vote in person or by proxy or attorney; and
- (i) on a show of hands every person present who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote other than Family members or proxy holders representing Family members who shall be entitled to two votes;
 - (b) (i) an objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered;
 - (ii) any such objection shall be referred to the Chairman of the meeting, whose decision is final;
 - (iii) a vote not disallowed pursuant to such an objection is valid for all purposes.

(c) (i) an instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.

- (ii) an instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument provided however that the instrument shall provide that the proxy is entitled to vote only on resolutions of which not less than 14 days written notice has been given to the members and shall not be entitled to vote on matters arising under "general business" at any meeting;
- (iii) an instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;
- (iv) an instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

“I, _____, of _____, being a member of the above named company, hereby appoint _____ of _____ or, his absence, _____ of _____ as my proxy to vote for me on my behalf at the *annual general/*general meeting of the company to be held on the day of _____ 19 _____ and at any adjournment of that meeting.

#This form is to be used *in favour of/*against the resolution.
 #My proxy may vote as my proxy may consider fit on any resolution of which due notice has been given.

Signed this _____ day of 19 _____

*Strike out whichever is not desired.
 #To be inserted if desired.”

- (d) An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the company or at such other place within the Territory as is specified for that purpose in the notice convening the meeting.

- (e) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind, of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, or revocation has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

Resolution to amend passed 08/12/14 50. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the ~~book containing the meeting~~ minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

51. (a) If a poll may be demanded by not less than two members and it shall be taken in such manner and either at once or after the Interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.

(b) A demand for a poll may be withdrawn.

52. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

**Resolution
to amend
passed
08/12/14**

53. Minutes of all resolutions and proceedings at General Meetings shall be entered within ~~one (1) month~~ 2 weeks of the meeting ~~in a book provided for that purpose into the AWhA Document Repository and distributed to the AWhA Board members via email~~ and any such minute shall be ~~signed by the chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting~~ deemed to be accepted, unless otherwise noted by the Board and if purporting to be so signed accepted shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

54. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Company in accordance with the Act.

55. The books of account shall be kept at the Registered Office of the Company or at such other place as the Board thinks fit. The Company shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

**Resolution to
amend passed
08/12/14**

56. ~~The Board shall at the request of ASIC or a current AWhA financial member, provide the financial accounts of the AWhA Ltd either in the form of a copy of the Audit, a copy of the Review or, a copy of the Profit & Loss Statement and Balance sheet taken from the Association's accounting software. The format of the financial report will be at the AWhA Board's discretion – unless otherwise directed by ASIC. The AWhA Company Secretary / Financial Administrator is to provide attendees of the Federal AWhA AGM with a copy of the AWhA Balance Sheet and Profit & Loss statement. The AWhA Company Secretary / Financial Administrator is to also provide the AWhA Directors with a Budget for each Member Class (State) for the ensuing year, and the Financial Administrator's report. not less than fourteen (14) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Company at the meeting to all members of the Company entitled to vote and/or attend The Annual General Meeting.~~

**Resolution
to amend
passed**

57. Auditors or a Company eligible to perform a formal Review shall be appointed at the Board's discretion, and their duties regulated in accordance with the Act / ASIC requirements and their remuneration

08/12/14 shall be fixed by the Board.

SEAL

58. The Board shall provide for the safe custody of the Seal of the Company and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least one member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

**Resolution
to amend
passed
08/12/14** 59. A notice may be given by the Company to any member either personally, *electronically*, or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Articles. *The method of distribution will be as per what has been entered as the preferred contact method on the Membership Application form. It is the Member's responsibility to ensure that the AWhA Ltd, is notified of any change to their contact details.*

**Resolution
to amend
passed
08/12/14** 60. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post. *Where a notice is sent via email, the notice shall be deemed to have been effected on the date that the email was sent.*

INDEMNITY TO OFFICERS

61. Every officer (as defined in Section 241 of the Act) of the Company and every auditor of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as officer or auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

AMENDMENT TO ARTICLES

62. The Memorandum of Association and these Articles of Association can only be amended by a Special Resolution in accordance with Section 253 of the Act.

FINANCIAL YEAR

63. The financial year of the company shall commence on the first day of September in each year and will end on the last day of August in each year.

Dated this 13th day of October 1994

| NAMES | ADDRESSES | OCCUPATIONS |
|----------------------|--|-------------|
| Joanne Pappas | Highborn Warmblood Stud "Ozark" RMB 2192 via Queanbeavn NSW 2620 | |
| Brian Raymond Silvia | 5 Coolalie Place KENTHURST NSW 2156 | |
| Russell Davidson | 1006 Gowan Road CALAMVALE QLD 4116 | |
| Suzanne Merry | Lot 1 Clancy Road GAWLER BELT SA 5118 | |
| Robert Hendry | Boorabindi Stud RMB 1040 Mirboo North Road BOOLARRA VIC 3870 | |
| Christopher Lloyd | Cnr Neds Corner & Rollonds Road OLD FIELD LOCATION WA 1066 | |

NOTE: The original document includes the signatures of those listed above and can be viewed upon request to the Federal Board.