



**AUSTRALIAN WARMBLOOD HORSE ASSOCIATION
(AWHA LTD)
CONSTITUTION**

December 2018

Australian Warmblood Horse Association Pty Ltd – Constitution

Part 1 - Preliminary	4
1. Name of Company	4
2. Objects of AWHA	4
3. Powers of AWHA	4
4. Definitions and Interpretations	5
Part 2 - Branches	8
5. Branches	8
Part 3 - Membership.....	9
6. Membership generally	9
7. Nomination for membership	12
8. Cessation of membership	12
9. Membership entitlements not transferable	12
10. Resignation of membership	12
11. Register of members	13
12. Fees and subscriptions	13
13. Members' liabilities	14
14. Code of Conduct	14
15. Resolution of disputes.....	14
16. Disciplining of members	16
17. Right of appeal of disciplined member	16
Part 4 - The Committees	18
18. The Committees	18
19. Powers of the Board.....	18
20. Composition of the Board and membership of the State Branch Committees	18
21. Election of State Branch committee members	19
22. Secretary	20
23. Treasurer.....	21
24. Registrar.....	22
25. Casual vacancies on Federal or Branch Committees	22
26. Removal of committee members	23
27. Committee meetings and quorum	23
28. Delegation by committee to sub-committee	24
29. Voting and decisions	25
Part 5 - General meetings	26
30. Annual general meetings - holding of.....	26
31. Annual general meetings - calling of and business at.....	26
32. Special general meetings - calling of	26
33. Notice	27
34. Quorum for general meetings	27
35. Presiding member	28
36. Adjournment.....	28
37. Making of decisions.....	29
38. Special resolutions	29
39. Voting	29
40. Appointment of proxies	29
41. Postal or electronic ballots	30
Part 6 - Miscellaneous.....	31
42. Insurance	31
43. Funds - source	31
44. Funds - management.....	31
45. Change of name, objects and constitution	32

Australian Warmblood Horse Association Pty Ltd – Constitution

46. Indemnity.....	32
47. Custody of books etc.....	32
48. Inspection of books etc	32
49. Service of notices.....	33
50. Financial year.....	33
51. Winding Up.....	33
Part 7 Appendices.....	35
Appendix 1 Application for Membership of Association	35
Appendix 2 Proxy Form.....	35
Appendix 3 Code of Conduct	35
Appendix 4 Privacy Policy.....	35
Appendix 5 Breeding Guidelines.....	35

Part 1 - Preliminary

1. Name of Company

The NAME of the Company shall be "Australian Warmblood Horse Association Limited" (ACN 063 906 150), an Australian Public Company, Limited by Guarantee (hereinafter called "the **AWHA**")

2. Objects of AWHA

The AWHA is an organisation for the promotion and administration of the Warmblood horse in breeding and sport in Australia. The Objects for which the AWHA is established and maintained are to:

- 1) To promote the Warmblood horse and to ensure that horses registered by members in the Studbooks or Registers maintained by the AWHA 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.
- 2) To encourage and promote the breeding, improvement, exhibition and participation in competition of Warmblood horses in Australia.
- 3) To organise, administer, hold, supervise, promote and conduct competitions, shows, exhibitions, sales, State Gala Days and activities for Warmblood horses in Australia.
- 4) To appraise, classify and register Warmblood horses in Australia in accordance with the specifications and guidelines published set out in the Schedule to this Constitution and which shall form part of and be included in this Constitution.
- 5) 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.
- 6) To establish, administer, keep and maintain accurate stud books, registers and other records in respect of Warmblood horses in Australia.
- 7) To maintain Full Membership with the World Breeding Federation for Sport Horses (WBFSH) ensuring the pedigrees of the AWHA's registered horses are accepted by other overseas breed societies.

3. Powers of AWHA

- 1) Solely for furthering the Objects, the AWHA has the legal capacity and powers of a company as set out under section 124 of Act.

4. Definitions and Interpretations

- 1) In this Constitution, unless the contrary intention appears, these words shall have the following meanings:

Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Annual General Meeting means a meeting of Members convened in accordance with Part 5 of this Constitution.

AWHA means the Australian Warmblood Horse Association Limited (ACN 063 906 150) an Australian Public Company, Limited by Guarantee.

Board means the body consisting of the Directors as prescribed in **Part 4** of this Constitution.

Branch means an entity referred to in **Part 2** of this Constitution.

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

Delegate means the person elected or appointed from time to time by a branch to act for and on behalf of that Branch and represent the Branch at General Meetings or otherwise.

Director means a member of the Board.

Financial Year means the year commencing 1st July and ending 30th June in any year.

General Meeting means the annual general meeting of the AWHA.

Member means any Branch or Participating Member for the time being of the AWHA under Part 3 of this Constitution.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the AWHA.

Participating Member means any person or association of persons (incorporated or unincorporated) who is a duly registered and financial Ordinary Member, Associate Member, Family Member, Corporate Member, Honorary Member, Honorary Life Member, International Ordinary Member or International Associate Member of the AWHA.

Regulation means the *Corporations Regulation 2001* (Cth)

Secretary means:

- a) the person holding office under this constitution as secretary of the AWHA, or
- b) if no such person holds that office - the public officer of the AWHA.

Australian Warmblood Horse Association Pty Ltd – Constitution

Special General Meeting means a general meeting of the AWHHA other than an annual general meeting as outlined in Part 5 of this Constitution.

State means a State of Australia but excludes the Territories.

Territory means either the Australian Capital Territory or the Northern Territory.

- 2) In this Constitution:
- a) a reference to a function includes a reference to a power, authority and duty, and
 - b) reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty
 - c) words importing the singular include the plural and vice versa;
 - d) words importing any gender include the other genders;
 - e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
 - f) references to Members that are not Branches are references to persons who, except as expressly provided in this Constitution, enjoy no rights or benefits as are given or ascribed to members of a company under the Act and have no right to receive notices of, attend or be heard at General Meetings of the AWHHA or participate in any distribution on the winding up of the AWHHA;
 - g) references to persons include corporations and bodies politic;
 - h) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - i) a reference to a statute or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
 - j) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- 3) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down, it shall be severed to the extent of the invalidity or enforceability. Such severance shall not affect the remaining

Australian Warmblood Horse Association Pty Ltd – Constitution

provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

- 4) To the extent that any provision of this Constitution is inconsistent with the provisions of the Act, the provisions of the Act shall prevail to the extent of the inconsistency and this Constitution shall be read and interpreted accordingly.
- 5) Where any provision of the Act which is a replaceable rule applies to the AWHHA and a provision of this Constitution displaces or modifies that replaceable rule, then that replaceable rule shall be so displaced or modified by this Constitution.

Part 2 - Branches

5. Branches

1) The Branches are the only Members of the AWhA entitled to exercise any right granted to a member of a company by the Act, including without limitation rights to receive notice of all General Meetings and by its elected or appointed Delegate, the right to attend, debate and vote on behalf of the Branch concerned, casting one vote on any resolution for which notice has been duly given under this Constitution and participate in any distribution on the winding up of the AWhA and no Participating Member or other person called a member by whatever description under this Constitution, shall have any rights of a Branch unless all such Branches shall unanimously so agree and then only in terms of their agreement. For the avoidance of doubt, only Delegates shall be counted in determining the quorum for any such meeting.

2) As at the date of approval of this Constitution under the Act, the Branches are:

- AWhA New South Wales;
- AWhA Queensland;
- AWhA South Australia;
- AWhA Western Australia.
- AWhA Victoria;

3) A Branch is deemed to be constituted when a State or Territory can form a Committee under the terms of this Constitution per Clause 20. Once a Branch is so constituted it will enjoy all the entitlements accorded it under this Constitution.

4) Where a State or Territory is unable, or desires not, to form a Committee; that State or Territory will join with an existing Branch Committee and be represented on the Federal Board equally by that Branch.

5) Each State Branch Committee will be responsible for the management and affairs of the members of that State (Class) and contribute to the maintenance of a central register of all horses of members of that Class. Where a full committee cannot be filled by a particular Class, 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.

Part 3 - Membership

6. Membership generally

- 1) A person is eligible to be a Member of the AWHA if:
 - a) the person is a natural person, and
 - b) the person has been nominated and approved for membership of the AWHA in accordance with clause 7.
- 2) A person is taken to be a Member of the AWHA if:
 - a) the person is a natural person, and
 - b) the person was:
 - i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- 3) For the purposes of administration and voting at General Meetings, membership will be determined and divided into the following State or Territorial classifications:
 - 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 Australia Register
 - F class – being members registered on the Victorian Register
 - G class – being members registered on the Tasmanian Register
 - H class – being members registered on the Northern Territory Register(collectively the **State Registers**)
- 4) Classes of membership:

Australian Warmblood Horse Association Pty Ltd – Constitution

a) **Ordinary** – shall be persons who are registered as Ordinary Members on the Register administered by that classification of membership. Ordinary Members are entitled to one vote at a meeting of members and may be elected to their relevant Committee or to the Board. Ordinary members have voting and all other rights and privileges attached thereto as available to them under this constitution.

b) **Associate**- 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 AWHA. 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.

c) **Family**- shall be the Spouse (including de facto spouse) child or stepchild (not exceeding 21 years of age at time of commencement of membership year) of an Ordinary Member who has been elected to family membership of the AWHA. 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.

d) **Corporate** – shall be companies incorporated in Australia which are registered on the Register administered for that classification of membership. Corporate members are entitled to one vote a meeting and are entitled to nominate one representative eligible to be elected to the relevant Committee or to the Board.

e) **Honorary**- shall be members who have rendered outstanding service to the AWHA 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 this Constitution and shall have the same rights and privileges as Ordinary members.

f) **Honorary Life Member** - The AWHA may confer Life Membership upon members who have contributed outstanding and or meritorious service to the AWHA for a continuous term of at least 10 years.

Life Members shall be entitled to full membership rights for the remainder of their life including the right to vote and to stand for office in accordance with this Constitution, without payment of membership fees.

Australian Warmblood Horse Association Pty Ltd – Constitution

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 AWHHA:

1. Have continuous membership with the AWHHA 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 AWHHA 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 AWHHA 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 a formal nomination to be presented to the Federal Committee. If recommended by the Federal Committee, 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.

All nominations for Life Membership must be signed by at least 3 Ordinary Members of the AWHHA and presented to the Committee for approval. Presentations of Life Membership will be made at the Annual General Meeting each year.

g) International– Ordinary International Members are not affiliated with a Branch of the AWHHA. International Ordinary members are afforded all rights and entitlements of Ordinary Members with the exception of they will not be associated with a Class of Membership. As such they may not join a Branch and are not entitled to hold office of a State Committee or Federal Board position. International Ordinary Members are entitled to vote in Federal AGMs/EGMs as per this Constitution; but they are not entitled to hold any office.

h) International -Associate - International Members are not affiliated with a Branch of the AWHHA. Persons registered outside Australia may become International Associate members and may be owners or part owners of a horse or horses registered on the register administered by the AWHHA International Associate members shall not be eligible to apply for the registration of a horse. International Associate members shall not vote at a meeting of members and shall not be elected to a Committee or the Board.

7. Nomination for membership

- 1) A nomination of a person for membership of the AWHHA:
 - a) must be made by a current financial member of the AWHHA in writing in the form set out in Appendix 1 to this Constitution, and
 - b) must be lodged with the Secretary (or their Delegate) of the AWHHA.
- 2) As soon as practicable after receipt of the application, the Secretary must:
 - a) notify the nominee, in writing, that their application has been approved or rejected (whichever is applicable), and
 - b) if approved, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a Member as joining fee and annual membership as applicable to the applied for Class of membership.
- 3) The Secretary must, on payment by the nominee of the amounts referred to in subclause 2(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the Register of Members and, on the name being so entered, the nominee becomes a Member of the AWHHA.

8. Cessation of membership

A person ceases to be a Member of the AWHHA if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the AWHHA, or
- d) fails to pay the annual membership fee under clause 11(2) within 4 months after the fee is due.

9. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of his/her membership with the AWHHA:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

10. Resignation of membership

- 1) A Member may resign from his/her membership of the AWHHA by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

- 2) If a Member of the AWHHA ceases to be a Member under subclause (1), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a member.

11. Register of members

- 1) The Secretary of the AWHHA, or, a person holding office on the Committee of management that is duly appointed as the Membership Officer must establish and maintain a Register of Members of the AWHHA specifying the name and postal or residential address of each person who is a Member of the AWHHA together with the date on which the person became a Member.
- 2) The Register of Members must be kept in New South Wales:
 - (a) at the main premises of the AWHHA, or
 - (b) if the AWHHA has no premises, at the AWHHA's official registered address.
- 3) The Register of Members must be open for inspection, free of charge, by any member of the AWHHA at any reasonable hour. The Register of Members must be open for inspection by any person who is not member of the AWHHA at any reasonable hour, upon payment of \$250.00.
- 4) A Member of the AWHHA may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.
- 5) If a Member requests that any information contained on the Register about another Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 6) The information about a person obtained from the register must not be used to contact or send material to the person, other than:
 - a) officeholders and any other person authorised by AWHHA, may contact or send material to the persons in the register for the purposes of sending a newsletter, a notice in respect of a meeting or other event relating to AWHHA or other material relating to AWHHA.

12. Fees and subscriptions

- 1) A member of the AWHHA must, on admission to membership, pay to the AWHHA a joining fee as determined by the Committee for that Class of membership that has been applied for.
- 2) In addition to any amount payable by the Member under subclause (1), a Member of the AWHHA must pay to the AWHHA an annual membership fee as determined by the Board for each Class of membership:

Australian Warmblood Horse Association Pty Ltd – Constitution

- a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - b) if the member becomes a Member on or after 1 July in any calendar year - on becoming a Member and before 1 July in each succeeding calendar year.
 - c) If any subscription shall remain unpaid by 30 September in any year the Member concerned shall be un-financial and shall not be allowed to vote at any meeting, or to participate in any AWHA sanctioned event as a Member, until such time as the subscription is paid in full.
 - d) If any subscription remains unpaid at 30 September, the Secretary of that classification, or their Delegate, 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, the person shall cease to be a member in accord with Clause 8d.
- 3) State Branch Committees may determine to charge new Members a reduced subscription for their first year of membership, such reduction being a pro rata for the remaining period of the year in which the Member was accepted to membership.

13. Members' liabilities

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

14. Code of Conduct

- 1) Members of the AWHA, through their application and acceptance of membership, agree to be bound by the AWHA Code of Conduct, this Constitution, and all associated rules and regulations in force with the AWHA at any given time.
- 2) The Code of Conduct is attached at Appendix 3.
- 3) Members accept that they are bound by all the relevant provisions of the Code of Conduct and will conduct themselves in all dealings with the AWHA, or any of its Officers or Members, in accord with these provisions.

15. Resolution of disputes

- 1) If a dispute arises between a Member and another Member (in their capacity as Members) of the AWHA, or a dispute between a Member or Members and the AWHA, the Members agree that they must not commence court or arbitration proceedings relating to the dispute unless they have followed the procedure outlined in this clause. This paragraph does not apply to an application for urgent interlocutory relief.

Australian Warmblood Horse Association Pty Ltd – Constitution

- 2) The Member(s) and/or the AWhA claiming that a dispute has arisen (“***the Dispute***”) must give written notice specifying the nature of the Dispute (“***the Notice***”) to the other Member(s) and/or the AWhA.
- 3) The parties must then refer the matter to their relevant State Branch Committee in the first instance in accordance with this clause:
 - a) The State Branch Committee will assign a neutral Committee member to hear the matter and determine if an outcome can be derived through the application of this Constitution and the Code of Conduct;
 - b) The State Branch Committee will refer the matter immediately to the Federal Board if it is determined that the matters involve a Branch Committee member, or that a neutral Committee member agreeable to all parties cannot be determined.
 - c) The Federal Board will assign the matter to a neutral Committee Member who will apply the provisions of this Constitution and the associated Code of Conduct to determine if an outcome can be derived.
- 4) If any parties do not agree with the outcomes mediated by the relevant Committee appointed mediator, the parties must then participate in mediation in accordance with this clause:
 - a) the procedures to be adopted in a mediation of the Dispute; and
 - b) the timetable for all the steps in those procedures; and
 - c) the identity and fees of the mediator; then:
 - d) the matter is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
 - e) the parties must mediate the Dispute:
 - i) with the mediator appointed;
 - ii) with a genuine commitment to participate; and
 - iii) in accordance with the Mediation Guidelines of The Law Society of New South Wales.
- 5) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 6) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

16. Disciplining of members

- 1) A complaint may be made to the Committee by any person that a Member of the AWhA:
 - a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of the AWhA.
- 2) The Committee may, entirely at its own discretion, refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the Committee decides to deal with the complaint, the Committee:
 - 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 Committee in connection with the complaint, and
 - c) must take into consideration any submissions made by the Member in connection with the complaint.
- 4) The Committee may, by resolution, suspend the Member from the AWhA or expel the member from membership of the AWhA 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 and the expulsion or suspension is warranted in the circumstances.
- 5) If the Committee 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 Committee for having taken that action and of the Member's right of appeal under clause 17.
- 6) 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 AWhA confirms the resolution under clause 17, whichever is the later.

17. Right of appeal of disciplined member

- 1) A Member may appeal to the AWhA in a general meeting against a resolution of the Committee under clause 16, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

Australian Warmblood Horse Association Pty Ltd – Constitution

- 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) On receipt of a notice from a Member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the AWHA to be held within 28 days after the date on which the Secretary received the notice.
- 4) At a general meeting of the AWHA convened under subclause (3):
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the Committee 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) The appeal is to be determined by a simple majority of votes cast by Members of the AWHA.

Part 4 - The Committees

18. The Committees

The Committees of the AWHHA are constituted of the collective of:

- 1) the State Branch Committees;
- 2) the Federal Board of Directors (herein after referred to as the Board).

19. Powers of the Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the AWHHA in general meeting, the Board:

- a) is to control and manage the affairs of the AWHHA, and
- b) may exercise all such functions as may be exercised by the AWHHA, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the AWHHA, and
- c) has 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 AWHHA.

20. Composition of the Board and membership of the State Branch Committees

- 1) The Board is to consist of:
 - a) a total of 2 Directors nominated by each of the designated member State Branches as per the classifications listed at Part 2 Branches Clause 5.2
 - b) Of these Directors, the State Branch Committees will elect:
 - i) the 4 office-bearers of the AWHHA, and
 - ii) the remaining Directors to constitute Ordinary Committee Members, each of whom is to be elected at the annual general meeting of the AWHHA under clause 21.
 - c) The AWHHA's Company Secretary will hold an ex-officio position on the Board, if they do not currently hold an AWHHA Director's position and/or are not a current member of the AWHHA.
 - d) The office bearers of the AWHHA, who are as follows:
 - i) President,
 - ii) Vice President,
 - iii) Treasurer,

Australian Warmblood Horse Association Pty Ltd – Constitution

- iv) Secretary.
 - e) The Registrar of the AWHA.
 - f) Any such other role as may be deemed necessary by the Board from time to time in order to ensure the effective operation of the AWHA nationally.
- 2) The State Branch Committees will be constituted for each class of membership referred to in Part 3 Clause 6.3. Each Branch able to shall elect a State Branch Committee responsible for the management and affairs of the members of that class.
- a) State Branch Committees will consist of:
 - 1) The number of Ordinary Committee Members as voted on by the State membership at the annual general meeting, but not less than 4 or more than 10 members in total.
 - 2) The office bearers of the State Branch Committees are as follows:
 - i) President,
 - ii) Vice President,
 - iii) Secretary.
 - 3) The State Branch Committee is to elect 2 of its members to represent the Branch as a Board Director for the term of 1 year up until the following annual general meeting.
 - 3) A Committee Member, either at Board or State Committee level, may hold up to 2 positions (with the exception of the President and Vice President positions).
 - 4) Each Member of a Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
 - a) A Committee member's term of office is dependent upon their contribution to the Committee.
 - b) any Committee member missing 3 or more consecutive meetings is deemed to have forfeited their position on the Committee.

21. Election of State Branch committee members

- 1) Nominations of candidates for election as office-bearers of the State branch or as Ordinary Committee Members:
 - a) must be made in writing, signed by a financial member of the AWHA and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

Australian Warmblood Horse Association Pty Ltd – Constitution

- b) must be delivered to the Secretary of the Branch at least 7 days before the date fixed for the holding of the Branch annual general meeting at which the election is to take place.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received from the floor at the Branch annual general meeting.
- 3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the AWHHA must be a financial member of the AWHHA.

22. Secretary

For the purposes of this Constitution there will be 3 individual levels of Secretary of the AWHHA each having separate and distinct roles to be fulfilled.

- 1) The AWHHA Secretary will act as the Public Officer in accord with the legislative requirements set out under the Act.
 - a) The Secretary of the AWHHA must, as soon as practicable after being appointed as Secretary, lodge notice with the AWHHA of his or her address.
 - b) The Secretary may, or may not, be a member of the AWHHA.
- 2) The Federal Secretary will
 - a) produce, distribute, and maintain permanent records of minutes for Board and annual general meetings of the AWHHA;
 - b) maintain a register of all appointments of office bearers and members of Committee or sub-committees;
 - c) manage all administrative affairs of the AWHHA including correspondence, general enquiries, and day to day events;

Australian Warmblood Horse Association Pty Ltd – Constitution

- d) liaise with the Federal Treasurer to ensure adequate input to the annual AWhA Budget, State Budgets and Accounts, Federal reporting requirements under the Act, and ensure that all accounts are paid in accordance with terms;
 - e) provide administrative support to members of Committee in the undertaking of their roles or for special events.
- 3) The State Branch Secretary will
- a) convene and minute committee and State Branch annual general meetings;
 - b) manage information and correspondence and enquiries for the Branch;
 - c) maintain the AWhA's information in respect to the Branch such as the register of office bearers, committee members, asset register, and event calendars;
 - d) liaise with Federal officers, especially the Secretary and Treasurer, to ensure that branch information is current and accurate, and that the branch budget reflects a true undertaking of the annual administration and accounts.
- 4) Minutes of proceedings at any meeting must be approved by the relevant Committee at the next available meeting.

23. Treasurer

It is the duty of the treasurer of the AWhA to ensure:

- a) that all money due to the AWhA is collected and received and that all payments authorised by the AWhA are made, and
 - b) that correct books and accounts are kept showing the financial affairs of the AWhA, including full details of all receipts and expenditure connected with the activities of the AWhA.
- 1) The Treasurer will:
- a) in consultation with the committees at each level, draft and manage the annual AWhA budget including provisions for each of the constituted State or Territory Branches;
 - b) supervise the performance and manage delivery of the functions of the Financial Administrator;
 - c) ensure the timely reporting of regulatory documents including GST, taxes, and financial reports;
 - d) prepare regular standard financial reports, or ensure delivery of these by the Financial Administrator, such as profit and loss statements, balance sheets, and similar documents.

24. Registrar

It is the duty of the Federal Registrar to:

- a) interpret and provide input to the regular review of breeding guidelines;
- b) ensure the appropriate maintenance of the studbook and all registries, including the integrity of data and the ongoing technological improvement of the databases;
- c) liaise with the Federal Mare Classification Coordinator and act as key point of contact at the State level for members seeking registration, classification, licensing, or foal sighting; and
- d) monitor the conduct of colt classifications, stallion licensing, and maintenance of an up to date approved Stallion list.

25. Casual vacancies on Federal or Branch Committees

- 1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee must within 30 days (of receiving notice of the vacancy) call for nominations from the Ordinary Members of the AWhA and to appoint one of the persons so nominated to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 2) A casual vacancy of a Member of the Committee occurs if the Member:
 - a) dies, or
 - b) ceases to be a member of the AWhA, or
 - c) becomes an insolvent under administration within the meaning of the Act, or
 - d) resigns office by notice in writing given to the Secretary, or
 - e) is removed from office under clause 26, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Act.

26. Removal of committee members

- 1) The AWHHA via general meeting may by resolution remove any Member of the Committee from the office of Member 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) The provisions for removal are restricted to a breach of the Code of Conduct or becoming un-financial under the provisions of this Constitution at Clause 11.2.
- 3) The reasons for removal must be made in writing to the Member concerned and they must be given the opportunity to address the matter prior to any such removal taking force.
- 4) If a Member of the Committee to whom a proposed resolution referred to in subclause 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 AWHHA, the Secretary or the president may send a copy of the representations to each Member of the AWHHA or, if the representations 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.

27. Committee meetings and quorum

- 1) The Committee must meet at least 4 times (quarterly) in each period of 12 months at such place and time, and in such manner, as the Committee may determine.
- 2) Additional meetings of the Committee may be convened by the president or by any Member of the Committee.
- 3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under subclause 3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- 5) Any combination of elected Members of the Committee equally half plus one constitutes a quorum for the transaction of the business of a meeting of the Committee.

Australian Warmblood Horse Association Pty Ltd – Constitution

- 6) No business is to be transacted by the Committee 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 is to stand 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 time appointed for the meeting, the meeting may proceed with those Members present constituting a quorum for the purposes of the specific meeting only.
- 8) At a meeting of the Committee:
 - a) the president or, in the president's absence, the vice-president is to preside, or
 - b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

28. Delegation by committee to sub-committee

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

29. Voting and decisions

- 1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of Members of the Committee or sub-committee present at the meeting.
- 2) Each Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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 clause 20 (5), the Committee may act despite any vacancy on the Committee.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part 5 - General meetings

30. Annual general meetings - holding of

- 1) The AWHHA must hold its annual general meetings:
 - a) within 6 months after the close of the AWHHA's financial year, or
 - b) on a date determined by the Board in accordance with the Act and the Regulations.
- 2) State Branch annual general meetings must be held within 2 months prior to the Federal AGM and no earlier than 1 month of the close of the previous financial year.

31. Annual general meetings - calling of and business at

- 1) The annual general meeting of the AWHHA is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the Committee 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 is to include the following:
 - 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 from the Committee reports on the activities of the AWHHA during the last preceding financial year,
 - c) to elect office-bearers of the AWHHA and Ordinary Committee Members,
 - d) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- 3) An annual general meeting must be specified as such in the notice convening it. This AGM notice will include a form of proxy and Committee nomination form. Copies for the relevant year of financial statements and committee reports are available to Ordinary Members from the office of the AWHHA, or electronically if so requested, at the conclusion of the meeting.

32. Special general meetings - calling of

- 1) The Committee may, whenever it thinks fit, convene a special general meeting of the AWHHA.
- 2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of financial Members (at that time), convene a special general meeting of the AWHHA.
- 3) A requisition of Members for a special general meeting:

Australian Warmblood Horse Association Pty Ltd – Constitution

- a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the Members making the requisition along with their name and address, and
 - c) must 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 Committee fails to convene a special general meeting to be held within 1 month after that 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

33. Notice

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the AWHHA, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the AWHHA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause (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 is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 31.
- 4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34. Quorum for general meetings

- 1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

Australian Warmblood Horse Association Pty Ltd – Constitution

- 2) A quorum for the Federal AGM/EGM shall be 20 Members present and entitled to vote at any Annual or Extraordinary General Meeting of the AWHHA. 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.
- 3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of Members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same 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 at least 5 for the Federal and 3 for the State) are to constitute a quorum.

35. Presiding member

- 1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the AWHHA.
- 2) If the president and the vice-president are absent or unwilling to act, the Members present must elect one of the Members to preside as chairperson at the meeting.

36. 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the AWHHA 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 subclauses 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.

37. Making of decisions

- 1) A question arising at a general meeting of the AWHHA is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if 3 or more Members present at the meeting decide that the question should be determined by a written ballot - a secret written ballot.
- 2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the AWHHA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with this constitution.

38. Special resolutions

A special resolution may only be passed by the AWHHA in accordance with the Act, namely a majority vote of at least 75% of members present (inclusive of valid postal and proxy votes) & entitled to vote.

39. Voting

- 1) On any question arising at a general meeting of the AWHHA a Member who holds voting entitlements under their membership category has one vote only.
- 2) All votes shall be given personally or by proxy but no Member may hold more than 5 proxies, with exception of the designated chairperson who may hold any number of proxies received as addressed to “the Chair”.
- 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 is not entitled to vote at any general meeting of the AWHHA unless all money due and payable by the Member to the AWHHA has been paid.
- 5) A Member is not entitled to vote at any general meeting of the AWHHA if the Member is under 18 years of age.

40. Appointment of proxies

- 1) Each Member shall be entitled to appoint another Member as proxy, providing that Member does not exceed a quota of 5 proxy votes (Rule 37 2)), 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 this Constitution.

41. Postal or electronic ballots

- 1) Ballots may be conducted for any issue requiring a vote to be made in writing as determined by this Constitution (other than an appeal in accordance with this Constitution).
- 2) Ballots will be made in writing in such manner as the Board or relevant State Branch Committee considers appropriate, including by post, facsimile, electronic mail or other form of visible electronic communication. No such decision shall be deemed as passed unless proved unanimously.

Part 6 - Miscellaneous

42. Insurance

The AWHA may effect and maintain insurance.

43. Funds - source

- 1) The funds of the AWHA are to be derived from annual subscriptions of Members, horse registrations, competition event fees, donations and, subject to any resolution passed by the AWHA in general meeting, such other sources as the Committee determines.
- 2) All money received by the AWHA must be deposited as soon as practicable and without deduction to the credit of the AWHA's nominated bank or other authorised deposit-taking institution account.
- 3) The AWHA must, as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds - management

- 1) Subject to any resolution passed by the AWHA in general meeting, the funds of the AWHA are to be used in pursuance of the objects of the AWHA in such manner as the Committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the AWHA, being Members or employees authorised to do so by the Committee.
- 3) All electronic funds transfer or other electronic payments exceeding the value of A\$1000 must be approved by at least 1 Director (on the Board) as well as the Financial Administrator before payment may be made.
- 4) The assets and income of the AWHA shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the AWHA except as bona fide compensation for services.
- 5) This clause applies:
 - i) whilst the AWHA is still a functioning company; or
 - ii) If the AWHA is wound up or dissolved.
- 6) This rule requires the AWHA to transfer, at the first occurrence of an event outlined in 44.5.ii all property, assets and money to an organisation, or organisations, whose objects are altogether or in part similar to those of this AWHA, after all fair and just debts of the AWHA have been settled.

45. Change of name, objects and constitution

An application to the Director-General for registration of a change in the AWhA's name, objects or constitution is to be made by the Company Secretary or a Committee member following special resolution.

46. Indemnity

1) Every Director and employee of the AWhA shall be indemnified to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the AWhA (if any) against any liability incurred by her or him in her or his capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in her or his favour or in which she or he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to her or him by the Court.

2) The AWhA shall indemnify its Directors and employees to the extent permitted under the Act and to the extent provided under the relevant insurance policy of the AWhA (if any) against all losses, claims, damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission unless it arises as a result of his or her dishonesty, wilful misconduct or failure to exercise the degree of care, diligence and skill required by law.

47. Custody of books etc

Except as otherwise provided by this Constitution, the Company Secretary, or the delegated financial administrator, must keep in his or her custody or under his or her control all records, books and other documents relating to the AWhA.

- 1) All electronic records of the AWhA will be maintained by a minimum of 2 sources, including an offsite storage facility and at least 1 Office Bearer of the AWhA.
- 2) All physical documents will be stored, and available for viewing by members under the provisions of this Constitution, by the Company Secretary at the AWhA's place of record.

48. Inspection of books etc

- 1) The minutes of all general meetings of Members, including resolutions passed, must be open to inspection, free of charge, by a Member of the AWhA at any reasonable hour.
- 2) A Member of the AWhA may obtain a paper copy of the minutes of a general meeting, extract of minutes of a general meeting or resolution passed in a general meeting if the request is made in writing and on payment of \$0.50 per

page requested. A Member of the AWHHA may obtain a paper copy of its Constitution if the Member requests a copy in writing and makes payment of \$10.00.

49. Service of notices

- 1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice(s).
- 2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. Financial year

- 1) The financial year of the AWHHA is the period of twelve (12) months after the expiration of the previous financial year of the AWHHA, commencing on 1st July and ending the following 30th June.

51. Winding Up

- 1) Subject to this Rule, the AWHHA may be wound up in accordance with the provisions of the Act.
- 2) The liability of the Branches as the members of the AWHHA for the purposes of the Act is limited.
- 3) Every Branch undertakes to contribute to the assets of the AWHHA in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the AWHHA contracted before the time at which it ceases to be a Member, and the costs, charges and expenses

Australian Warmblood Horse Association Pty Ltd – Constitution

of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

- 4) If upon winding up or dissolution of the AWHHA there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Branches or as all the Branches determine shall be given or transferred to a national body they recognise as the successor to the AWHHA which has objects similar to the Objects and which prohibits 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 AWHHA by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies shall be determined by the Branches at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

Part 7 Appendices

Appendix 1 Application for Membership of Association

(Clause 3.1)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Refer to AWhA Website

Appendix 2 Proxy Form

Refer to individual AGM/EGM Notices

Appendix 3 Code of Conduct

Refer to AWhA Website

Appendix 4 Privacy Policy

Refer to AWhA Website

Appendix 5 Breeding Guidelines

Refer to AWhA Website