



CORPORATIONS LAW
A Company Limited by Guarantee

CONSTITUTION
OF
THE AUSTRALIAN QUARTER HORSE
ASSOCIATION

December 2007

The Australian Quarter Horse Association certifies that this and the following 33 pages constitute a true copy of the memorandum and articles of association in force as at 8th December 2007

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CORPORATIONS LAW
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OF
THE AUSTRALIAN QUARTER HORSE ASSOCIATION
PART A

1 The name of the Company is "The Australian Quarter Horse Association" ("Association").

2 The objects ("Objects") for which the Association is established are:

- (a) To promote and encourage the breeding and exhibition of Quarter Horses.
- (b) To compile, print and publish at intervals a Stud Book of Quarter Horses.
- (c) To collect, verify and publish information regarding Quarter Horses and to compile and maintain register of such information.
- (d) To compile and maintain a list of persons competent to act as judges of Quarter Horses.
- (e) To promote, foster, encourage, support and conduct races, matches, competitions, shows and exhibitions in relation to Quarter Horses and to give or contribute to prizes, awards, distinctions and trophies and to guarantee prize money and expenses in collection with any such races, matches, competitions, shows and exhibitions.

Provided however that no member of the Association ("Member") may receive any prize, award, distinction, or trophy except as a successful competitor at any race, match, competition, show, or exhibition held or promoted by the Association or to the cost of the holding or promotion of which the Association may have subscribed out of its income or property and which under the regulations, affecting the said race, match, competition, show, or exhibition may be awarded to the Member.

- (f) To subscribe to become a member of and co-operate with any other incorporated association, club, or organisation, whose objects are altogether or in part similar to those of the Association, provided that the Association may not subscribe to or support with its funds any club, association, or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of clause 3 of this memorandum.
- (g) In furtherance of these Objects, to buy, sell and deal in all kinds of animal's apparatus and all kinds of provisions liquid and solid required by the Members or persons frequenting the Association's premises.
- (h) In furtherance of these Objects, to purchase and/or apply for a licence or permit or other authority under such Act or Acts as may be for the time being in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, cigarettes and other supplies and the operation of automatic machines.
- (i) To apply for the registration of the Association pursuant to the provisions of the Liquor Act 1982 (NSW) or any Act amending the same.

- (j) To purchase, take on lease, or in exchange, hire and otherwise acquire any lands, buildings, easements, or property real and personal and any rights, or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the Objects. Provided that in case the Association takes or holds any property which may be subject to any trusts the Association may only deal with the property in such manner and is allowed by law having regard to such trusts.
- (k) To enter into any arrangements with any government or authority supreme, municipal, local, or otherwise that may seem conducive to the Association's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (l) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, employees and other persons as may be necessary or convenient for the purposes of the Association.
- (m) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees (other than directors) or past employees (other than past directors) of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
- (n) To construct, improve, maintain, develop, work, manage, carry out, alter, or control any house, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Association's interest and to contribute to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration, or control thereof.
- (o) To invest and deal with the money of the Association not immediately required in such investments, whether authorised by law for the investment of trust funds or not, as in the discretion of the directors they may think fit, with liberty to vary and transpose such investments from time to time.
- (p) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or a of the Association's property (both present and future) and to purchase redeem or pay off any such securities.
- (q) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (r) In furtherance of these Objects, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- (s) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (t) To take any gift of real or personal property, gift or money whether subject to any special trust or not for any one or more of the Objects but subject always to the proviso in paragraph (j) of this clause 2.

- (u) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
 - (v) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of the Objects.
 - (w) In furtherance of these Objects, to amalgamate with ally companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of clause 3 of this memorandum.
 - (x) In furtherance of these Objects, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
 - (y) In furtherance of these Objects, to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
 - (z) To make donations for patriotic or charitable purposes.
 - (aa) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
 - (bb) To do all such other things as are incidental or conducive to the attainment of these Objects and the exercise of the powers of the Association.
 - (cc) To control, administer and regulate the racing of horses of any breed over distances of less than 800 metres including in regard thereto the conducting, promotion and support of race meetings, matches, competitions, shows and exhibitions and in connection therewith, the donation, contribution to or guarantee of prize money and trophies ("provided that no Member may receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association or to the cost of the holding or promotion of which the Association may have subscribed out of its income or property and which under the regulations affecting the said competition may be awarded to him/her"), the appointment, licensing and control of judges, officials, jockeys, trainers, stewards and the like, the compiling and maintaining of a registry of race horses, the establishment, funding and management of such entries within all the States and Territories of the Commonwealth of Australia as may be necessary by law or otherwise to effectively carry out the aims of this Object.
 - (dd) To promote, foster and encourage the development of and public interest in horse racing over distances of less than 800 metres and to promote, foster and encourage the development, breeding and exhibition of horses of all breeds capable of racing over such distances.
- 3 The income and property of the Association must be applied solely towards the promotion of the Objects and no portion of them may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the Members.
- 4 No director of the Association may be paid any directors' fees and no remuneration or other benefit in money or money's worth may be given by the Association to any of its directors except:
- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the directors;

- (b) for any service rendered to the Association in a professional or technical capacity where the provision of that service has the prior approval of the directors and the amount payable is approved by a resolution of the directors and is on reasonable commercial terms;
- (c) as an employee of the Association where the terms of employment have been approved by a resolution of the directors;
- (d) for the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the directors on money borrowed from any director of the Association, or
- (e) for the payment of reasonable and proper rent for premises let by any director to the Association.

Provided that the provision last aforesaid does not apply to any payment to any company of which a director may be a member and in which such director does not hold more than one-hundredth part of the capital and such director is not bound to account for any share of profits he/she may receive in respect of such payment.

5 Nothing in this memorandum prohibits:

- (a) the payment in good faith of remuneration to any employees of the Association (other than payment of directors' fees to the directors of the Association) or to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
- (b) the payment of interest, at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the directors on money borrowed from any Members; or
- (c) the payment of reasonable and proper rent for premises let by any Member to the Association.

6 No addition, alteration, or amendment may be made to this constitution part A or this constitution part B of the Association for the time being in force unless such addition, alteration, or amendment has been previously submitted to and approved by the Australian Securities Commission.

7 Clauses 4 and 6 of this memorandum contain conditions on which a licence is granted by the Australian Securities Commission to the Association pursuant to section 383(11) of the Corporations Law.

8 The liability of the Members is limited.

9 Every Member undertakes to contribute to the assets of the Association in the event of the Association being wound up while he/she is a Member, or within 1 year after he/she ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he/she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.00.

10 If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions having objects similar to the Objects and which must prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Association under or by virtue of clause 3 of this memorandum, such institution or institutions to be determined by the Members at, or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

- 11 True accounts must be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Association's constitution or other regulations of the Association for the time being in force, must be open to the inspection of the Members. Once at least in every year the accounts of the Association must be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- 12 The registered office of the Association is situated in Tamworth or any such other place in New South Wales as the directors may from time to time determine.

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PART B

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

1.1.1 Where commencing with a capital letter:

"Appendix Record" means the register of appendix numbered Quarter Horses;

"Association" means The Australian Quarter Horse Association, **A.B.N.** 41 000 964 643;

"Breeder" means a breeder of any Quarter Horse who is the owner or the registered lessee of the dam at the time of service;

"Constitution" means part A and part B of the constitution of the Association;

"Member" means a person whose name is entered in the register as a Member of the Association;

"Office" means the registered office of the Association;

"Register" means the register of the of members kept by the Association under the Corporations Law and in which must be entered any such prefixes and brands of such members;

"Registered Owner" in relation to an animal means the person registered as its owner in the Association's records;

"Seal" means the common seal of the Association;

"Secretary" means a person appointed to perform the duties of a secretary of the Association and includes an acting or honorary secretary;

"Stud Book" means the register of Q numbered Quarter Horses, the register of R2 numbered Quarter Horses and the register of R1 numbered Quarter Horses;

"Year" means the Associations financial year which commences on 1 July of each calendar year and ends on 30 June of the next succeeding calendar year.

1.1.2 Where any word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

1.2 References to sections and this constitution

A reference to:

(a) a section of the Corporations Law includes any amendment extension or re-enactment and any corresponding section for the time being in force; or

(b) this constitution, where amended, means this constitution as so amended.

1.3 Presumptions of interpretation

Unless the context otherwise requires a word which denotes:

(a) the singular denotes the plural and vice versa;

(b) any gender denotes the other genders; and

(c) a person denotes an individual and a body corporate.

1.4 **Status**

The Association is a company limited by guarantee and the liability of Members is limited as provided by the Memorandum.

1.5 **Application of Corporations Law**

1.5.1 Division 10 of Part 1.2 of the Corporations Law applies in relation to this constitution as if they were an instrument made under the Corporations Law as in force on the day when this constitution becomes binding on the Association.

1.5.2 Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Law, the same meaning as in that provision of the Corporations Law.

1.6 **Headings and table of contents**

Headings and the table of contents must be ignored in the interpretation of this constitution.

1.7 **References to and calculations of time**

1.7.1 Unless the content otherwise requires a reference to a time of day means that time of day in the state or territory in which the Office is situated.

1.7.2 For purposes of determining the length of a period a reference to:

- (a) a day means a period of time commencing at midnight and ending 24 hours later; and
- (b) a month means a calendar month which is a period commencing at the beginning of day one of the twelve months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month.

1.7.3 When a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.

1.7.4 A provision of this constitution, except that specifying the time for deposit of proxies with the Association, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

1.8 **Business day**

A reference to a business day means a day during which banks are open for general banking business in the state or territory in which the office is situated.

2 **MEMBERSHIP**

2.1 **Maximum number**

The maximum number of members is unlimited.

2.2 **Admittance**

The subscribers to the Constitution and such other persons as the directors may admit to membership in accordance with this constitution are members of the Association.

2.3 **Classes of Members**

The Association consists of members divided into the following classes:

Life Members - being natural persons, corporations or partnerships who have paid the subscription specified in this constitution or determined from time to time. Membership is for a period of 20 years from the date of payment of the subscription. Each Life Member has 1 vote and any corporation or partnership being a Life Member must appoint a representative by memorandum in writing addressed and delivered to the Secretary.

That representative has and may exercise on behalf of the Life Member full membership rights until his/her appointment is cancelled by memorandum in writing addressed to the Secretary by his/her nominator or until he/she is expelled or suspended by the directors in accordance with the provisions of this constitution.

Full Members - being natural persons who have paid the subscription as determined from time to time. Each Full Member has 1 vote.

Constituent Members - being corporations, partnerships, societies and the like, who have paid the subscription as determined from time to time. Each Constituent Member has 1 vote and corporations, partnerships, societies and the like being Constituent Member must appoint a representative by memorandum in writing addressed and delivered to the Secretary. That representative has and may exercise on behalf of the Constituent Member full membership rights until his/her appointment is cancelled by memorandum in writing addressed to the Secretary by his/her nominator or until he/she is expelled or suspended by the directors in accordance with the provisions of this constitution.

Affiliate Members - being associations or societies with objects similar to those of the Company and who have no less than 15 members of the Company or such number as may from time to time be prescribed by the Company and who have paid the subscription specified in this constitution or determined from time to time. Each Affiliate Member has 1 vote and each must appoint a representative by memorandum in writing addressed and delivered to the Secretary. The representative has and may exercise on behalf of the Affiliate Member all membership rights until his/her appointment is cancelled by memorandum in writing addressed to the Secretary by his/her nominator or until he/she is expelled or suspended by the directors in accordance with the provisions of this constitution.

Each Affiliate Member must:

- (a) send to the Association copies of notices and Minutes of all of its meetings;
- (b) send to the Association at the end of each year a list of its members;
- (c) conform to the objects of the Association;
- (d) conform wherever possible to the show and performance rules of the Association;
and
- (e) encourage membership of the Association.

Associate Members - being natural persons, corporations, partnerships, or associations, societies and the like, who have paid the subscription specified in this constitution or determined from time to time. Associate Members are eligible to attend and speak at meetings of the Association but are not entitled to vote.

Youth Members - being natural persons up to the age of 18 years as at 1 August in the preceding year who have paid the subscription as determined from time to time. Youth Members are eligible to attend and speak at meetings of the Association but are not entitled to vote.

Honorary Members - being natural persons elected by the directors without payment of fees. Each Honorary Member has 1 vote and his/her membership is for such term as specified on election by the directors

2.4 **Patron**

The directors may invite any person of standing in the community to be Patron of the Association and if such invitation is accepted may appoint such person to that position. By virtue of his/her appointment the Patron is an Honorary Member of the Association. The Directors may remove from office of Patron any persons appointed by it.

2.5 **Honorary Life Governor**

- 2.5.1 The directors may appoint such person or persons as in the opinion of the directors have rendered outstanding service to or in furtherance of the objectives of the Association to the position of Life Governor.

2.5.2 A person appointed to that position is by virtue of his/her appointment an Honorary Life Member of the Association but has no other special rights or privileges. An Honorary Life Governor, by virtue of such appointment, is not a director but remains eligible to be elected as a director in accordance with clause 12.4.

2.6 **Application for membership**

Any person may make application in a form approved by the directors for one or other appropriate class of membership as mentioned in clause 2.3.

2.7 **Directors may require further information**

Where the directors receive an application for membership they may require the applicant to provide such further information as the directors in their absolute discretion determine.

2.8 **Directors may accept application**

Where the directors receive an application for membership they may, in their absolute discretion, accept or reject the application. If the application is accepted and on payment of the appropriate entrance fee (if any) and subscription, the applicant becomes a Member and be entitled to the rights and privileges attaching to that class of membership to which he/she has been accepted and his/her name must be entered in the Register accordingly.

2.9 **Notification**

The Secretary must notify each applicant for membership of the success or failure, as the case may be, of his/her application.

2.10 **No reasons**

The directors are not required to publish or provide to any person their reasons (if any) for accepting or rejecting any application for membership.

2.11 **Register of members**

The Association must keep a Register in accordance with the provisions of the Corporations Law.

2.12 **Member to notify changes**

A Member must notify the directors of any change in the details with respect to that Member recorded in the Register.

3 **MEMBERS' VOTING RIGHTS**

Each Life Member, Full Member, Constituent Member, Affiliate Member and Honorary Member has 1 vote at meetings of Members.

4 **ENTRANCE FEE**

The directors may require each Member on his/her election to membership to pay an entrance fee as may be determined by the directors.

5 **SUBSCRIPTION**

5.1 **Amount of subscription**

5.1.1 Each Member must pay an annual subscription determined by the directors from time to time.

5.1.2 The subscription for Associate Members must not exceed one half of that payable by Full Members.

5.1.3 Members admitted to membership after 1 February in any one year must be charged one half of the annual subscription for that year. No subscription paid in any one Year may in full or part carry over to any succeeding or other Year. The non-receipt by any Member of notice that any subscription is fallen due or has become payable is not deemed sufficient reason for non payment of it.

5.2 **Payment of subscription**

5.2.1 Each Member must pay his/her subscription annually in advance on 1 August in each year.

5.2.2 Where any Member whose annual subscription has not been received by the Association by the date at which the directors determine that there should be a fee increase following 1 August in any year and if the annual subscription is increased by the directors, the Member must pay the amount of such increased subscription due and payable on the following 1 August in lieu of the annual subscription previously levied.

5.3 **Failure to pay subscription**

Any Member whose subscription has not been paid is not be entitled to attend or vote at any meetings of the Association or vote in any election of directors.

6 **CESSATION OF MEMBERSHIP**

6.1 **Manner of cessation**

6.1.1 A Member may at any time by giving notice in writing to the Secretary resign his/her membership of the Association but continues to be liable for any annual subscription and all arrears due and unpaid at the date of his/her resignation and for all other moneys due by him/her to the Association and for any sum not exceeding \$20.00 for which he/she is liable as a Member under clause 9 of the Memorandum.

6.1.2 If a Member

- (a) resigns by notice in writing to the Secretary to that effect;
- (b) dies;
- (c) becomes an insolvent under administration;
- (d) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under a law relating to mental health;
- (e) is, in the opinion of the directors (excluding the vote of that Member), incapable of managing his/her affairs;
- (f) cannot be found by the directors upon reasonable enquiry;
- (g) being a representative, his/her appointment as such is revoked by his/her principal by notice in writing to that effect to the Secretary;
- (h) is in arrears with his/her subscriptions for 6 months;
- (i) is expelled in accordance with clause 8;
- (j) being a body corporate:
 - (i) becomes the subject of a winding up petition;
 - (ii) enters into an arrangement for the benefit of its creditors;
 - (iii) resolves to go into voluntary liquidation;
 - (iv) has a receiver appointed to its assets or some of its assets;
 - (v) has a mortgagee enter into possession of some or all of its assets;
 - (vi) becomes the subject of a writ of execution applicable to some or all of its assets;
or
- (vii) is unable to pay its debts as and when they fall due,

the Member ceases to be a Member. Before such Member may be re-admitted to membership by the directors, all moneys due to the Association including the unpaid annual subscription must be paid.

6.2 Money owing

Any money owed by a Member to the Association at the time the Member ceases to be a Member:

- (a) remains owing to the Association; and
- (b) becomes payable immediately upon the Member ceasing to be a Member.

7 DISCIPLINARY ACTION

7.1 Exercise of disciplinary powers

The directors may exercise disciplinary powers in respect of any Member, or the representative of any Life Member, Constituent Member or Affiliate Member (each of which representative is referred to in this clause 8 and clause 9 as the "representative of a Member") where:

- (a) the Member or the representative of the Member has, in the opinion of the directors, been guilty of any conduct which, in the opinion of the directors, was unbecoming of a Member or was unbecoming of a representative of a Member, as the case may be, prejudicial to the interests of the Association or in breach of this constitution or other regulations of the Association; or
- (b) a member of the Member (being a Life Member, a Constituent Member or an Affiliate Member) or the representative of a Member has been guilty of any conduct which, in the opinion of the directors would be, if the person were a Member, conduct unbecoming of a Member, prejudicial to the interests of the Association or in breach of this constitution or other regulations of the Association.

7.2 Disciplinary powers

For the purposes of this clause 7, "disciplinary powers" means the power to do any one or more of the following:

- (a) in the case of a Member:
 - (i) expel him/her;
 - (ii) suspend him/her for any period not exceeding 1 year;
 - (iii) fine him/her an amount not exceeding \$10,000, plus an amount determined by the Disciplinary Officer to be the Association's reasonable costs and expenses in preparing for and being represented in the disciplinary proceedings, both amounts payable to the Association.
 - (iv) reprimand him/her;
 - (v) remove any horse of which he/she is registered as owner or part owner from the Stud Book or Appendix Record permanently or for any period; and
- (b) in the case of a representative of a Member:
 - (i) expel the Life Member, Constituent Member or Affiliate Member, as the case may be;
 - (ii) suspend the Life Member, Constituent Member or Affiliate Member, as the case may be, for any period not exceeding 1 year;
 - (iii) fine the Life Member, Constituent Member or Affiliate Member, as the case may be, an amount not exceeding \$10,000, plus an amount determined by the Disciplinary Officer to be the Association's reasonable costs and expenses in preparing for and being represented in the disciplinary proceedings, both amounts payable to the Association.

- (iv) disqualify the person from being the representative of a Member permanently or for any period;
- (v) remove any horse of which the Life Member, Constituent Member or Affiliate Member, as the case may be, is registered as owner or part owner from the Stud Book or Appendix Record permanently or for any period.

8 **DISCIPLINARY OFFICER**

8.1 **Appointment of Disciplinary Officer**

For the purpose of exercising the powers contained in clause 7, the disciplinary powers of the directors must be exercised by a Disciplinary Officer, who is appointed by the directors, and who is not a Member or a representative of a Member.

8.2 **Exercise of disciplinary powers**

- 8.2.1 The Disciplinary Officer must not exercise disciplinary powers in respect of the conduct of any person unless not less than 1 week in advance there has been given to that person a notice of the time and place at which the question of disciplinary action in respect of the conduct of that person is to be brought before the Disciplinary Officer, together with details of the conduct the subject of the disciplinary action and of any provisions of this constitution, regulations made by the directors or any other rules of the Association which the person is alleged to have breached
- 8.2.2 The Disciplinary Officer must not exercise disciplinary powers against a Life Member, Constituent Member or Affiliate Member, as the case may be, unless not less than 1 week in advance there has been given to that Life Member, Constituent Member or Affiliate Member, as the case may be, a notice of the time and place at which the question of disciplinary action against that Life Member, Constituent Member or Affiliate Member, as the case may be, is to be brought before the Disciplinary Officer together with details of the conduct the subject of the disciplinary action and of any provisions of this constitution, regulations made by the directors or any other rules of the Association which the Life member, Constituent Member or Affiliate Member is alleged to have breached.
- 8.2.3 The Disciplinary Officer must not in the exercise of disciplinary powers remove a horse from the Stud Book or Appendix Record unless not less than 1 week in advance there has been given to the Registered Owners of that horse a notice of the time and place at which the question of disciplinary action involving the removal of that horse from the Stud Book or Appendix Record or both, is to be brought before the Disciplinary Officer, together with details of the conduct the subject of the disciplinary action and of any provisions of this constitution, regulations made by the directors or any other rules of the Association which the Registered Owner is alleged to have breached.
- 8.2.4 Any person to whom notice is required to be sent under clauses 8.2.1, 8.2.2 and 8.2.3 (and any representative of a Member to which such notice is required to be sent) is entitled to:
 - (a) be heard by the Disciplinary Officer before he exercises disciplinary powers in respect of the conduct of or directly affecting that person;
 - (b) be present at the hearing; and
 - (c) present evidence relevant to the proceedings.

However, the procedure to be followed at the hearing, including whether a person may have legal representation, is at the discretion of the Disciplinary Officer.

- 8.2.5 Any person or Life Member, Constituent Member or Affiliate Member to whom notice is required to be sent under clauses 8.2.1, 8.2.2, 8.2.3 and 8.2.4 may, at any time waive the requirements of notice as regards himself/herself or itself.
- 8.2.6 If the Disciplinary Officer considers that the opinion of an expert is necessary or desirable in connection with the exercise of disciplinary powers, the President must, on behalf of the Association, appoint an expert following consultation with the Disciplinary Officer for the purpose of providing such opinion.
- 8.2.7 The Disciplinary Officer is not required to issue a written determination, but may do so if the Disciplinary Officer considers it appropriate.
- 8.2.8 The Directors may by notice to the Disciplinary Officer remove the Disciplinary Officer and may appoint a replacement. Any proceedings of a Disciplinary Officer that have not been completed at the date when the Disciplinary Officer ceases to hold office must be recommenced.
- 8.2.9 The Disciplinary Officer is to decide questions of costs

8.3 **Appeals on questions of law**

Where the Disciplinary Officer has exercised disciplinary powers in respect of a Member or a representative of a Member, the Member or representative may within 7 days after being given notice of the decision of the Disciplinary Officer, give notice in writing to the Secretary of their requirement that a question of law arising from the disciplinary action be considered by a nominee of the President for the time being of the Bar Association of New South Wales ("Nominee").

If the Nominee considers that there has been an error of law in the disciplinary action, the Nominee shall reconsider the decision of the Disciplinary Officer. The process for the reconsideration of a decision of the Disciplinary Officer is to be at the discretion of the Nominee. The Nominee is to decide the question of costs..

If a Nominee is to reconsider a decision of the Disciplinary Officer, the decision of the Disciplinary Officer is suspended pending the outcome of that reconsideration. Following reconsideration of a decision of the Disciplinary Officer, the Nominee shall make a decision affirming the decision of the Disciplinary Officer or substituting a new decision. The decision of the Nominee takes effect on the date the Member or representative receives notice of the Nominee's decision.

8.4 **Expulsion or suspension**

- 8.4.1 Any Member who has been expelled, on expulsion ceases to be a Member. Any Member who has been suspended is not, during the period of his/her suspension, entitled to:

- (a) attend meetings of the Association;
- (b) exercise any of the rights or privileges of membership of the Association; or
- (c) be a representative of a Member.

The expulsion or suspension of a Member automatically terminates any then current appointment of him/her as the representative of a Member.

- 8.4.2 The Association is entitled to publish lists in its magazine or other official publication of Members or representatives of Members who have been expelled, reprimanded, fined or suspended pursuant to this constitution, or by any association or society with whom the Association may have a reciprocal arrangement in respect of such publication, .

9 **GENERAL MEETINGS**

9.1 **Annual General Meetings**

An Annual General Meeting of the Company must be held in accordance with the Corporations Law and at such time and place as the directors may determine for the purpose of:

- (a) receiving and if thought fit adopting:
 - (i) the President's report;
 - (ii) the Treasurer's report;
 - (iii) any report from the directors; and
 - (iv) the balance sheet, income and expenditure account and profit and loss account for the preceding Year;
- (b) the election of directors and an auditor to hold office as provided in this constitution; and
- (c) transacting such other business as may be specified in the notice convening the meeting or as may be brought forward without notice by unanimous consent of the meeting, not being business of which notice is required by this constitution.

9.2 **Extraordinary general meetings**

All general meetings other than Annual General Meetings are called extraordinary general meetings.

9.3 **Convening of extraordinary general meetings by directors**

The directors may, whenever they think fit, convene an extraordinary general meeting.

9.4 **Convening of extraordinary general meetings by Members**

An extraordinary general meeting may be convened:

- (a) on the requisition or by the requisitionists pursuant to section 26 of the Corporations Law; or
- (b) by the Members pursuant to clause 9.5.

9.5 **Members requisition**

9.5.1 The Secretary must, on the requisition of not less than 100 Members who, at the date of the deposit of the requisition, have the right to vote at general meetings and who have deposited or tendered with the requisition a sum sufficient to meet the cost of posting by ordinary mail the notices to the Members convening the meeting, forthwith proceed to convene an extraordinary general meeting of the Association to be held as soon as practicable, but in any case not later than 2 months after the receipt by the Association of the requisition.

9.5.2 The requisition:

- (a) must state the objects of the meeting;
- (b) must be signed by the requisitionists;
- (c) must be deposited at the Office; and
- (d) may consist of several documents in like form each signed by one or more requisitionists.

9.5.3 If the Secretary does not within 21 days after the date of the deposit of the requisition proceed to convene a meeting, the requisitionists or any of them representing more than one-half of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by the directors, convene a meeting, but any meeting so convened must not be held after the expiration of 3 months from that date.

9.6 **Notice of general meeting**

9.6.1 Subject to the provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, at least 1 days' notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) must be given to such persons as are entitled to receive such notice from the Association,

specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business.

9.6.2 All business is special that is transacted at an extraordinary general meeting or, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment and fixing of the remuneration of the auditors, is transacted at an Annual General Meeting.

9.6.3 The accidental omission to give notice of any general meeting to or the non receipt of a notice by a person entitled to receive notice does not invalidate a resolution passed at the general meeting.

9.7 **Quorum at general meetings**

9.7.1 Business may not be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

9.7.2 A quorum is present if there is present at the meeting 25 Members who are entitled to vote.

9.7.3 If a quorum is not present within 30 minutes from the time appointed for the meeting or a longer period allowed by the chairman:

- (a) and the meeting was convened on the requisition of Members, it must be dissolved:
or
- (b) in any other case, it must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the directors.

9.8 **Quorum at adjourned general meetings**

9.8.1 The Members present (being not less than 2) at an adjourned meeting constitute a quorum and may proceed with the business specified in the notice of meeting if:

- (a) notice of the adjourned meeting is given in the same way as for an original meeting;
and
- (b) at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting.

9.8.2 If notice of the adjourned meeting is not given and a quorum is not present at the adjourned meeting, the meeting must be dissolved.

9.9 **Representatives of Members**

9.9.1 At meetings of Members or classes of Members each Member entitled to vote may vote in person or by proxy or by attorney.

9.9.2 A person attending as a proxy, as the attorney of a Member, or as representing a Member who is not a natural person, is to be treated as a Member for the purposes of:

- (a) determining whether a quorum is present; and
- (b) demanding a poll.

9.10 **Appointment of chairman**

The President must preside as chairman at every general meeting of the Association or, if there is no President or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President must be chairman or, if the Deputy President is not present or is unwilling to act, the Vice-President must be the Chairman or, if the Vice-President is not present or is unwilling to act, then the Members present must elect one of their number to be chairman of the meeting.

9.11 **Chairman's powers**

Subject to any clauses dealing with adjournment of meetings, the chairman's ruling on all matters relating to the order of business, procedure and conduct of the general meeting is

final and no motion of dissent from a ruling of the chairman may be accepted.

9.12 Adjournment of general meetings

9.12.1 The chairman may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

9.12.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

9.12.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

9.12.4 Except when a meeting is adjourned for 30 days or more, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9.12.5 Voting on show of hands

9.12.6 At a general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.

9.12.7 If a poll is not duly demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

9.13 Demand for a poll

9.13.1 A poll may be demanded by:

(a) the chairman; or

(b) any 3 Members who have the right to vote at the meeting.

9.13.2 The demand for a poll may be withdrawn.

9.13.3 Subject to this clause 9.14, the demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

9.13.4 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a chairman or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chairman directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

9.13.5 A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

9.14 Chairman's vote at general meetings

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.

9.15 Objections to voter qualification

9.15.1 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.

9.15.2 An objection to the qualification of a voter must be referred to the chairman of the meeting, whose decision is final.

9.15.3 A vote not disallowed according to an objection as provided in this constitution is valid for all purposes.

10 PROXIES

10.1 Appointment of proxies

- 10.1.1 A document appointing a proxy must be in writing, signed:
- (a) by the appointor or the attorney of the appointor duly authorised in writing; or
 - (b) if the appointor is a corporation, either under seal or by an officer or attorney of the appointor duly authorised in writing.
- 10.1.2 If the notice of the general meeting for which a proxy is appointed states that proxies may be sent to a specified facsimile number for or on behalf of the Association, a document generated from the image of a document appointing a proxy that is transmitted to that facsimile number is:
- (a) deemed to be in writing;
 - (b) deemed to be signed if bearing a facsimile of a signature; and
 - (c) deemed to be under seal if bearing a facsimile of a seal.
- 10.1.3 A proxy need not be a Member.

10.2 Form of proxy

A document appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow or in such other form as the directors may from time to time prescribe or approve:

THE AUSTRALIAN QUARTER HORSE ASSOCIATION

I/We,
of
being a Member/Members of the Association, appoint of or, in his/her
absence, of
as my/our proxy to vote for me/us on my/our behalf at the *annual general/*extraordinary general
meeting of the Association, 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.

Signed this day of 20

* Strike out whichever is not desired (unless otherwise instructed the proxy may vote as he/she thinks fit).

** To be inserted if desired.

10.3 Authority of proxies

- 10.3.1 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 10.3.2 A proxy may vote on a show of hands but a person holding a proxy for more than 1 Member has only 1 vote.
- 10.3.3 A document appointing a proxy confers authority to demand or join in demanding a poll.
- 10.3.4 Except as expressly provided by the document appointing a proxy, the appointment of a proxy confers authority to agree to a meeting being convened by shorter notice than is required by the Corporations Law or by this constitution and to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given.

10.4 Verification of proxies

- 10.4.1 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, there must be deposited with the Association:
- (a) the document appointing the proxy; and

- (b) the power of attorney or other authority (if any) under which the document is signed or a notarially certified copy of that power or authority.

10.4.2 The documents referred to in clause 10.4.1 must be:

- (a) deposited at the Office, or at another place specified for that purpose in the notice convening the meeting, not less than 4 hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; or
- (b) produced to the chairman of the meeting or adjourned meeting before the proxy votes.

10.5 **Validity of proxies**

A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this constitution.

10.6 **Revocation of appointment of proxy**

A vote given in accordance with the terms of a document of proxy or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the document is used:

- (a) the previous death or unsoundness of mind of the appointor; or
- (b) the revocation of the appointment or of the authority under which the document was executed.

10.7 **Rights of Associate Members and Youth Members**

An Associate or Youth Member is eligible to attend and speak at any general meeting of the Association but is not entitled to vote nor be eligible for election as a director or to any office of the Association.

10.8 **Members of unsound mind**

A Member entitled to vote at general meetings who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may not vote whether on a show of hands or on a poll.

11 **UNPAID SUBSCRIPTION**

No Member is entitled to vote at any general meeting or is eligible for election as a director or as an office bearer unless his/her annual subscription has been paid for the current Year.

12 **APPOINTMENT AND RETIREMENT OF DIRECTORS AND OFFICERS**

12.1 **First directors**

The following are the first directors of the Association:

LEMANN, Frederick Martin
HOLT, Thomas Allison
HORDERN, Samuel Clive
MYER, Sidney Baillieu
GREENUP, George Alfred
BALDWIN, Robert Harrington
JOHNSON, Francis George
LOUGHER, Gregory Paul
O'HANLON, Terry Harold
BRIGGS, David William
REILLY, John Theodore

12.2 **Number of directors**

12.2.1 The board of directors consists of 12 directors, all of whom must be Members and resident in Australia. Not more than 6 directors may be elected from any one (1) State in Australia

unless there are insufficient nominations from other States to fill the vacancies on the board of directors or the appointment is made by the directors to fill a casual vacancy.

- 12.2.2 The Association may by ordinary resolution passed at a general meeting increase or reduce the number of directors or the number of officers.

12.3 **Officers of the Association**

The officers of the Association consist of:

- (a) a Patron (if any is appointed);
- (b) a President;
- (c) a Deputy President;
- (d) a Vice-President; and
- (e) an Honorary Treasurer,

all of whom (with the exception of the Patron) must be directors and a Secretary and such other officers as may be appointed by the directors from time to time

12.4 **Eligibility for election as a director**

The only Members eligible to be elected as directors are natural persons who are Life Members or Full Members and who have been Members of the Association for the past 3 consecutive years, are resident in Australia and are not employees of the Association.

12.5 **Appointment of directors**

Subject to this constitution, the election of directors must be by ballot and in accordance with the following provisions and procedures:

- (a) Retiring directors are eligible for re-election.
- (b) Every Member eligible to vote has the right to nominate any other Member eligible to vote for any vacancy to be filled by ballot.
- (c) The Secretary must keep a book ("Nomination Book") and record in it full particulars of all nominations received.
- (d) Nominations must :
 - (i) be lodged with the Secretary not less than 40 days prior to the date appointed for the holding of the Annual General Meeting;
 - (ii) be made in the form prescribed by the directors for that purpose addressed to the Secretary at the Office;
 - (iii) be signed by the nominating Member; and
 - (iv) contain such information as may from time to time be prescribed by the directors.
- (e) Each nomination must be seconded by another Member eligible to vote and consented to in writing by the Member nominated.
- (f) The Secretary must prepare a list of the names of the Members nominated in accordance with this clause 12.5 and indicate by an asterisk and footnote those retiring directors who are eligible for and have consented to re-election. This list constitutes a voting paper. The Secretary must at least 28 days prior to the day appointed for the holding of the Annual General Meeting send it by post to each Member.
- (g) The Secretary is the "Returning Officer".
- (h) If not more than the specified number of persons is nominated in accordance with this clause 12.5 for election to any of the respective vacancies on the board of directors, the persons nominated for such vacancies must be declared elected by

the Returning Officer at the Annual General Meeting next following their nomination and if an office or offices remain unfilled, the vacancy or vacancies must be filled by the directors pursuant to this constitution.

- (i) If there are more than the specified number of persons nominated for election to any of the respective vacancies on the board of directors, such vacancies must be filled by ballot as follows:
 - (i) each Member wishing to participate in the ballot must strike out all except the names of the candidates for whom he/she wishes to vote and insert the voting paper in and endorse his/her name on the envelope sent to him/her by the Secretary for that purpose and return the envelope, properly sealed, subject to the provisions of this clause 12.5. 1(i)(i), to arrive at the Office no later than 9.00 am on the 5th day before the day appointed for the holding of the Annual General Meeting at which the result of the ballot is to be declared as set out in this constitution provided that:
 - (a) in the event of disruption to normal community services beyond the control of the Association, the time period within which the votes must be returned may, at the discretion of the directors, be extended for a fixed period of time, at the expiration of which the ballot will close (such determination of the directors being made by a resolution of the directors, carried by a majority of votes, at a meeting convened in accordance with the provisions of clause 15.1); and
 - (b) if any such extended time period for the return of votes expires after the date appointed for the convening of the Annual General Meeting, the then current directors continue to hold office until the ballot is closed;
 - (ii) if any ballot paper indicates that a Member has purported to vote for a greater or lesser number of candidates than the number of vacancies that have to be filled, that ballot paper is to be declared informal and the votes of that Member will not be counted.
- (j) After the ballot closes, the Returning Officer must count or cause to be counted the votes as recorded on the voting papers received at the Office in accordance with this clause. The votes must be counted in the presence of the President (or in his/her absence the Deputy President or in his/her absence the Vice President) and 3 other directors and in the presence of any candidate for election who declares his/her desire to be present at the counting and attends for that purpose.
- (k) The Returning Officer must declare the result of the ballot at the Annual General Meeting to be held not more than 5 days after the day on which the ballot closes, provided that if the time period for the return of votes has been extended by the directors in accordance with clause 12.5 (i)(i), the Returning Officer must declare the result of the ballot at a duly constituted meeting of the directors which must be held within 5 days of the expiration of the extended time period for the return of votes and the Members are thereafter to be notified of the result of such ballot by notice in writing.
- (l) In the event of an equality of votes in favour of any 2 or more candidates, the directors must, at their first meeting immediately succeeding the Annual General Meeting at which the Returning Officer declares the result of the ballot, elect 1 of those candidates to fill the vacancy for which he/she was nominated.
- (m) If any questions arise as to the validity or invalidity of any voting paper or whether any particular Member has or has not been elected as a director, a statement by the Returning Officer that the voting paper is or is not valid or that a particular Member has or has not been elected as a director is conclusive.
- (n) Any vacancy occurring in the board of directors after the closing of nominations and before the close of the Annual General Meeting, or the meeting of directors, as the case may be, at which the election of directors is to take place, is deemed to be a

casual vacancy and to have occurred immediately after the close of the Annual General Meeting, or meeting of directors, as the case may be, and must and shall be filled in accordance with clause 12.6.

- (o) If:
- (i) there has not been any nomination lodged with the Secretary as aforesaid;
 - (ii) the number of nominations lodged was less than the number of vacancies to be filled; or
 - (iii) any Member nominated has withdrawn his/her nomination before the relevant vacancy has been filled,
- the directors must fill the number of vacancies at a meeting convened for that purpose.

12.6 **Casual vacancy**

The directors have power at any time and from time to time to appoint any person as a director either to fill a casual vacancy or as an addition to the existing officers or directors, provided that the total number of officers or directors does not at any time exceed the number fixed in accordance with this constitution. Subject to clauses 12.7.1A and 12.7.1B any officer or director so appointed holds office only until the next following Annual General Meeting.

12.7 **Retirement of directors**

Subject to clauses 12.7.1A and 12.7.1B a director holds office for a term of 2 years. At the Annual General Meeting each year those directors who have held office for 2 years must retire from office together with any director who has been appointed either to fill a casual vacancy or as an addition to the existing officers or directors under clause 12.6. Subject to clauses 12.7.1A and 12.7.1B any director who retires from office is eligible for re-election.

12.7.1 A Where at any Annual General Meeting there are more than 6 directors who are required to retire from office in accordance with clauses 12.6 and 12.7, only 6 directors are required to retire from office at that Annual General Meeting being:

- (a) firstly, those directors who have been appointed pursuant to clause 12.6 and, where there are more than 6, those to retire must (unless they otherwise agree among themselves) be determined by lot; and
- (b) secondly, those of the remaining directors who have been longest in office since their election and, as between persons who became directors on the same day, those to retire must (unless they otherwise agree among themselves) be those directors who, on appointment in accordance with clause 12.5, received the least numbers of votes of Members in accordance with that clause.

12.7.2 A director may retire from office by giving notice in writing to the Association of his/her intention to retire. A notice of resignation takes effect at the time which is the later of:

- (a) the time of giving notice to the Association; or
- (b) the expiration of the period, if any, specified in the notice.

12.8 **Removal from office**

The Association may by ordinary resolution remove any officer or director before the expiration of his/her period of office and may by an ordinary resolution appoint another person in his/her stead. The person so appointed holds office only until the next following Annual General Meeting.

12.9 **Vacation of office**

In addition to the circumstances in which the office of a director becomes vacant by virtue of the Corporations Law or another provision of this Constitution, the office of director becomes vacant if the director:

- (a) becomes an insolvent under administration;
- (b) 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) is absent without the consent of the directors from the meetings of the directors held during a continuous period of 6 months and the directors resolve that the office of that director be vacated; or
- (d) becomes prohibited from being a director by reason of an order made under the Corporations Law;
- (e) ceases to be a director by virtue of the Corporations Law;
- (f) resigns his/her office by notice in writing to the Association;
- (g) ceases to be a member; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Association, provided that a director does not vacate his/her office by reason of his/her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Association if such corporation, society or association is among the class of companies referred to in the proviso to Clause 4 of the Memorandum and if he/she has declared the nature of his/her interest in manner provided by the Corporations Law.

Provided that nothing in this clause 12.9 affects the operation of clause 4 of the Memorandum.

12.10 Election of officers

12.10.1 Immediately following the Annual General Meeting in each year, the directors must elect from their number a President, a Deputy President, a Vice-President and an Honorary Treasurer. Each holds office until the next succeeding Annual General Meeting provided;

- (a) he/she continues to be a director; and
- (b) he/she maintains the majority support of the directors.

12.10.2 No director may hold office as President at any one time for more than 3 consecutive years.

13 DIRECTORS' REMUNERATION

13.1 No remuneration of directors

The directors are not to be paid any directors' fees for their services as directors of the Association.

13.2 Payment for expenses and for extra services

The only payments to directors allowed are those referred to in clause 4 of Part A of this constitution.

14 POWERS AND DUTIES OF DIRECTORS

14.1 Management of Association

14.1.1 The business of the Association is to be managed by the directors, who may pay all expenses incurred in promoting and registering the Association and may exercise all those powers of the Association as are not, by the Corporations Law or by this constitution, required to be exercised by the Association in general meeting.

14.1.2 Without limiting the powers of management conferred on the directors by any other provision of this constitution, the directors may exercise all the powers of the Association to:

- (a) borrow money;
- (b) mortgage or charge any property or business of the Association;
- (c) issue debentures; and

(d) give any other security for any debt, liability or obligation of the Association.

14.2 Attorneys

14.2.1 The directors may from time to time by power of attorney appoint a corporation, firm or person, whether nominated directly or indirectly by the directors, to be the attorney of the Association.

14.2.2 The attorney may be granted all powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under this constitution) for the period and subject to the conditions which the directors think fit.

14.2.3 A power of attorney may contain any provisions for the protection and convenience of persons dealing with the attorney which the directors think fit. It may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him/her under the power of attorney.

14.3 Cheques

14.3.1 Cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in the name of the Association by any 2 directors or in such other manner or by such other persons as the directors from time to time determine.

14.3.2 Every sum paid on behalf of the Association amounting to \$20.00 or more must be paid by cheque upon the Association's bankers and must be crossed "not negotiable", excepting those cheques drawn expressly for encashment in payment of salaries or wages due or recoupment of the directors' office petty cash, and must be signed in the name of the Association by 2 persons as the directors may from time to time authorise.

14.4 Indemnity

If the directors or any of them or an officer of the Association becomes or is about to become personally liable for the payment of any sum primarily due from the Association, the directors may execute or cause to be executed an indemnity and a mortgage, charge or security over or affecting the whole or part of the assets of the Association to secure the indemnity in favour of the directors or persons against loss in respect of that liability.

14.5 Power to make regulations

14.5.1 The directors may make regulations, not being inconsistent with this constitution or the memorandum and at any time in like manner, but subject to this clause 14.5, to annual or vary any such regulations so made. All regulations so made and for the time being in force are binding on the members and have full effect. Without limiting the generality of the foregoing, the directors have power to make regulations with respect to:

- (a) brands;
- (b) grading up programs;
- (c) the keeping of the official Stud Book and the contents thereof and the compiling, printing and publication thereof;
- (d) the registration of horses eligible for a 'Q' number being imported or born in Australia and the conditions of registration and the qualifications thereof;
- (e) the recording and acceptance of appendix horses and the conditions of recording and acceptance and the qualifications thereof;
- (f) classification of horses;
- (g) identification of horses;
- (h) progeny registration;
- (i) transfer or lease of horses in the Association's records;
- (j) registration, recording and transfer fees;

- (k) deregistration of horses;
- (l) show and performance recording;
- (m) certificates of service, stallion breeding reports and brood mare returns;
- (n) all facets of sprint racing (being racing over distances of less than 800 metres) including the conducting of race meetings and the licensing and control of trainers, jockeys, stewards, other racing officials and the like.

14.5.2 Alteration of any regulations for the time being in force by addition, deletion, or amendment may be effected by resolution of the directors carried by at least three-fifths of the votes cast at a duly convened meeting of the directors pursuant to a notice of intention to move the resolution or one substantially similar lodged with the Secretary at least 21 days before the day on which the meeting was convened. Any such notice must be included by the Secretary in the notice convening the meeting.

15 PROCEEDINGS OF DIRECTORS

15.1 Convening of directors' meetings

15.1.1 The directors must meet together at least once during each Year and on such additional occasions as they consider necessary or desirable for the dispatch of business.

15.1.2 The directors may adjourn and otherwise regulate their meetings as they think fit.

15.1.3 The President may at any time and the Secretary must on the requisition of 3 directors summon a special meeting of the directors within 14 days of receipt of such requisition and in such event the notice convening such meeting must specify the special business to be dealt with.

15.2 Mode of meeting for directors

The directors are to be regarded as present together when in communication by telephone or other means of audio or audio visual communication if each of the directors participating in the communication is able to hear each of the other participating director

15.3 Notice of directors' meetings

Notice of each meeting of the directors must be given to each director at least 24 hours before the meeting or at another time determined by resolution of the directors. The notice must include full particulars of the business to be discussed by the directors and any business which may come to hand subsequently to the notice but prior to the meeting must, so far as possible, be notified to each director provided that:

- (a) all directors may waive in writing the required period of notice for a particular meeting; and
- (b) it is not necessary to give a notice of a meeting of directors to a director who is out of Australia or who has been given leave of absence.

15.4 Quorum at directors' meetings

15.4.1 At a meeting of directors, a quorum is present if there are present at the meeting at least 4 directors or such greater number as may be fixed from time to time by the directors.

15.4.2 The continuing directors may act notwithstanding any vacancy in their number, but if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of directors, the continuing, directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting, of the association but for no other purpose.

15.5 Voting at directors' meetings

15.5.1 Questions arising at a meeting of directors must be decided by a majority of votes of directors present and voting. A decision of the majority is for all purposes a decision of the directors.

15.5.2 A director must not vote in respect of any contract or proposed contract with the Association

in which he/she is interested or any matter arising in respect of any such contract or proposed contract and if he/she does so vote his/her vote must not be counted.

15.6 Chairman

15.6.1 The President must preside as chairman at every meeting of the directors, or if there is no President or if at any meeting he/she is not present within 10 minutes after the time appointed for holding the meeting, the Deputy President must be chairman, or if the Deputy President is not present at the meeting, the Vice-President must be chairman, or if the Vice-President is not present at the meeting, the directors may choose one of their number to be chairman of the meeting.

15.6.2 In case of an equality of votes the chairman of the meeting of directors has a second or casting vote.

15.6.3 At all meetings of directors, the chairman's ruling is final in all matters of order, procedure and practice.

15.7 Disclosure of director's interests

15.7.1 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association must declare the nature of his/her interest at a meeting of the directors in accordance with section 231 of the Corporations Law.

15.7.2 The Secretary must record every declaration of interest in the minutes of the meeting at which it is made.

15.7.3 A director is not to be regarded as interested or to have been at any time interested in a contract or proposed contract merely because:

- (a) where the contract or proposed contract relates to a loan to the Association, he/she has guaranteed or joined in guaranteeing the repayment of the loan or a part of the loan; or
- (b) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a body corporate which by virtue of the Corporations Law is deemed to be related to the Association, he/she is a director of that body corporate.

15.8 Directors holding office of profit

A director may hold any other office or place of profit under the Association (except that of auditor) in connection with the office of director or the period and on the terms as to remuneration and otherwise as the directors may determine.

15.9 Delegation of powers to committee

15.9.1 The directors may delegate any of their powers to committees consisting of directors or Members as they think fit, to act in Australia or elsewhere.

15.9.2 The exercise of a power by a committee in accordance with this constitution is to be regarded as the exercise of that power by the directors.

15.9.3 In the exercise of any powers delegated to it, a committee formed by the directors must conform to the directions of the directors.

15.10 Proceedings of committees

15.10.1 Except as provided in a direction of the directors, the meetings and proceedings of a committee formed by the directors must be governed by the provisions of this constitution, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the directors.

15.10.2 A committee may elect a chairman of its meetings. If no such chairman is elected or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting. At all meetings of committee members the chairman's ruling is final in all matters of order, procedure and practice.

15.10.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the committee members present and, in the case of an equality of votes, the chairman has a second or casting vote.

15.11 Validity of acts of directors

All acts done by a meeting of the directors or a meeting of committee members or by any person acting as a director or a committee member, are, notwithstanding that it is later discovered that there is a defect in the appointment of a person to be a director or a member of the committee or that they or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a director or a committee member.

15.12 Minutes

15.12.1 The directors must cause minutes of all proceedings of general meetings and meetings of the directors and committees formed by the directors to be entered, within 1 month after the relevant meeting is held, in books kept for the purpose.

15.12.2 The directors must cause all minutes, except those deemed to constitute minutes by virtue of section 255 of the Corporations Law, to be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

15.12.3 A resolution in writing signed by at least those directors sufficient to constitute a quorum at meetings of directors is to be regarded as a determination of the directors passed at a meeting of the directors duly convened and held.

15.13 Circulating directors resolution

15.13.1 The directors may pass a resolution without a directors' meeting being held if 5 or more directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

15.13.2 For the purposes of this clause, separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

15.13.3 The resolution is passed on the day and at the time at which the last director signs a document.

15.13.4 In relation to a resolution in writing:

- (a) a document generated by electronic means which purports to be a facsimile of a resolution of directors is to be regarded as a resolution in writing; and
- (b) a document bearing a facsimile of a signature is to be regarded as signed.

16 SPECIAL RESOLUTIONS OF THE DIRECTORS

Any Life Member, Full Member or Constituent Member of the Association may submit any special resolution at any meeting of the directors provided that 60 days prior to the date of the meeting notice is given by lodging at the Office a copy of the resolution to be moved.

17 URGENT BUSINESS

If, in the opinion of the chairman of the directors, any matter of urgent importance has arisen which requires immediate discussion of the directors, any director may, with the consent of three-quarters of the directors present, submit any urgent motion without having given the special notice required in clause 15.1.3.

18 LIQUOR

18.1 Persons under 18

18.1.1 Intoxicating liquor and liquor within the meaning of the Liquor Act 1982 (NSW) ("Liquor Act") or any Act amending the Liquor Act must not be sold or supplied by the Association to a person under the age of 18 years and a visitor must not be supplied with liquor on the Association's premises unless on the invitation and in the association of a Member.

18.1.2 A person under 18 years of age must not use or operate nor be allowed to use or operate poker machines in the Association's premises.

18.2 **The Liquor Act**

This constitution and any regulations of the Association must be read and construed subject to the provisions of the Liquor Act and the Acts amending the Liquor Act and to the extent that any of the provisions of this constitution or of the Association's regulations are inconsistent with, and might prevent the Association being registered under, the provisions of the Liquor Act, they are inoperative and have no effect.

19 **SALE OF STUD BOOKS**

Volumes of the Stud Book must be supplied to Members and non-members of the Association at such price (if any) as may from time to time be determined by the directors.

20 **SECRETARY**

20.1 **Appointment of secretaries**

The directors may appoint one or more Secretaries and may at any time terminate the appointment or appointments.

20.2 **Terms of appointment of secretaries**

The directors may determine the terms and conditions of appointment of a Secretary including remuneration (if any).

20.3 **Honorary Secretary**

Nothing in this constitution prevents the directors from appointing a Member as Honorary Secretary and any Member so appointed, if not already a director, becomes ex officio a director and subject to the provisions of Clause 4 of the Memorandum.

20.4 **Keeping of Register**

The Secretary must keep at the Office the Register, setting forth the names in full and addresses and stud prefixes (if any) and brands (if any) of all Members and the date of the latest payment by each Member of his/her subscription.

20.5 **Secretaries may act separately**

Any one of the Secretaries may carry out any act or deed required by this constitution, the Corporations Law or by any other statute to be carried out by the secretary of the Association.

21 **SEAL**

21.1 **Custody of Seal**

The directors must provide for the safe custody of the Seal.

21.2 **Affixing the Seal**

21.2.1 The Seal may be used only by the authority of:

- (a) the directors; or
- (b) a committee established by the directors and authorised by the directors to use the Seal

21.2.2 Each document to which the seal is affixed must be signed by a director and countersigned by any one of:

- (a) the Secretary;
- (b) a second director; or
- (c) some other person appointed by the directors to countersign that document or a class of documents in which that document is included.

21.3 **Official seal**

21.3.1 The Association may have for use in place of the Seal outside the jurisdiction where the

Seal is kept one or more official seals, each of which must be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used.

21.3.2 The directors may from time to time appoint persons to affix an official seal and to sign and countersign a document to which the official seal is affixed.

21.3.3 A person affixing the official seal must:

(a) certify in writing on the document to which it is affixed the date on which and the place at which it is affixed; and

(b) sign the certification.

22 **INSPECTION OF RECORDS**

22.1 **Discretion of directors**

The directors may determine, in accordance with clause 11 of the memorandum, whether and to what extent, and at what times and places and under what conditions or regulations, the accounting records and other documents of the Association or any of them are to be open to the inspection of Members other than directors.

22.2 **Members' rights**

A member other than a director does not have any right to inspect the accounting records or other documents of the Association except as conferred by the Corporations Law or other statute or by clause 11 of the Memorandum, or authorised by the directors or by the Association in general meeting.

23 **ACCOUNTS**

The directors must cause proper accounting and other records to be kept and distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) accompanied by a copy of the auditor's report them as required by the Corporations Law, provided that the directors must cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than 6 months before the date of the meeting.

24 **AUDIT**

A properly qualified auditor must be appointed and his/her remuneration fixed and duties regulated in accordance with art 3.7 of Chapter 3 and Part 9. of Chapter 9 of the Corporations Law and clause 11 of the Memorandum.

25 **NOTICES**

25.1 **Persons authorised to give notices**

25.1.1 A notice by the Association, the Disciplinary Officer or a Member in connection with this constitution may be given on behalf of the Association, the Disciplinary Officer or Member by a solicitor, director or secretary of the Association, the Disciplinary Officer or Member.

25.1.2 The signature of a person on a notice given by the Association may be written, printed or stamped.

25.2 **Method of giving notices**

In addition to the method for giving notices permitted by statute, a notice by the Association, the Disciplinary Officer or a Member in connection with this constitution may be given to the addressee by:

(a) delivering it to a street address of the addressee;

(b) sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee; or

(c) sending it by facsimile to the facsimile number of the addressee.

25.3 **Addresses for giving notices to Members**

- 25.3.1 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 25.3.2 The facsimile number of a Member is the number which the member may specify by written notice to the Association as the facsimile number to which notices may be sent to the member.
- 25.4 Address for giving notices to the Association**
- 25.4.1 The street and postal address of the Association is the Office.
- 25.4.2 The facsimile number of the Association is the number which the Association may specify by written notice to the Members as the facsimile number to which notices may be sent to the Association.
- 25.5 Time notices are given**
- A notice given in accordance with this constitution is to be taken as given, served and received:
- (a) if delivered in writing to the street address or the addressee, at the time of delivery;
 - (b) if it is sent by post to the street or postal address of the addressee, on the 3rd (7th if outside Australia) day after posting; or
 - (c) if sent by facsimile to the facsimile number of the addressee at the time transmission is completed.
- 25.6 Proof of giving notices**
- The sending of a notice by facsimile and the time of completion of transmission may be proved conclusively by production of a transmission report by the facsimile machine from which the notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee.
- 25.7 Persons entitled to notice of meeting**
- 25.7.1 Notice of every general meeting must be given by a method authorised by this constitution to:
- (a) every Member entitled to receive the notice; and
 - (b) the auditor or auditors for the time being of the Association.
- 25.7.2 No other person is entitled to receive notices of general meetings.
- 26 WINDING UP**
- The provisions of clause 10 of the Memorandum relating to the winding up or dissolution of the Association must be effected and be observed as if they were repeated in this constitution.
- 27 INDEMNITY**
- Every director, officer, Secretary, auditor or agent of the Association is entitled to be indemnified out of the property of the Association against any liability arising out of the execution of the duties of his/her office which is incurred by him/her in that capacity:
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted; or
 - (b) in connection with any application in relation to those proceedings in which relief is granted to him/her by the Court under the Corporations Law.