

# **The Morgan Horse Association of Australia (MHAA) Inc**

## **RULES OF ASSOCIATION v5 26 March 2022**

### **1 DEFINITIONS**

In these rules, unless the contrary intention appears-

"Annual general meeting" (AGM) is the meeting convened under paragraph 1 (b) of rule 27

"Board meeting" means a meeting referred to in rule 26 (1);

"Board member" means person referred to in rule 17 (1);

"Convene" means to call together for a formal meeting;

"Department" means the government department with responsibility for administering the *"Associations Incorporation Reform Act 2012"*;

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 31<sup>st</sup> December and thereafter each period commencing 1st January and ending on 31st December in that year;

"General meeting" means a meeting to which all members are invited;

"Member" means member of the Association;

"Ordinary resolution" means resolution other than a special resolution;

"Poll" means voting conducted in written form (as opposed to a show of hands);

"Special general meeting" means a general meeting other than the annual general meeting;

"Special resolution" has the meaning given by section 3 of the Act, that is: a resolution of an incorporated Association passed in accordance with section 64.

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or otherwise) vote in favour of the resolution.

### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

(a) to remove an Officer of the Association from office;

(b) to alter these Rules, including changing the name or any of the purposes of the Association.

*"the Act" means the "Associations Incorporation Reform Act 2012";*

"the Association" means the Association referred to in rule 2;

"the President" means the president referred to in rule 19 (1) (a);

"the Vice-President" means the Vice-President referred to in rule 19 (1) (b);

"the Board" means the Board of Management of the Association referred to in rule 17(1);

"the Secretary" means the Secretary referred to in rule 19 (1) (c);

"the Treasurer" means the Treasurer referred to in rule 19 (1) (d);

"the Director" means Director referred to in rule 19 (1) (e).

## **2 NAME**

The name of the incorporated Association is the Morgan Horse Association of Australia Inc. (the Association).

## **3 OBJECTS**

- (1) to encourage and promote interest in, and the breeding and use of Morgan horses as versatile horses
- (2) to maintain and ensure the integrity of the records of the Morgan Horse Association of Australia Registers
- (3) to promote friendship and sportsmanship amongst Breeders and owners of Morgan horses.
- (4) to promote the welfare of the horse as per the FEI guidelines, and as determined by the Board from time to time.

## **4 POWERS OF THE ASSOCIATION**

The powers conferred on the Association are the same as those conferred by section 30 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association-

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;

- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

## **5 MEMBERSHIP**

Membership is open to any person or entity who is genuinely interested in furthering the objects of the Association. Prospective members should apply to the secretary and make such payment of annual dues as shall apply from time to time. A person, 18 years or over, who is a financial member of the Association is entitled to hold any office and enjoy the privileges of the Association. No member shall conduct themselves in a manner as to discredit the Morgan Horse Association of Australia, the Morgan breed or the membership. Classes and voting rights of membership shall be determined by resolution of the members, from time to time.

## **6 NEW MEMBERSHIPS**

An application for membership of the Association may be in the form decided by the Board.

## **7 FEES AND CHARGES**

(1) The membership fee

- (a) is the amount decided by the Association from time to time; and
- (b) is payable when, and in the way, the Association decides.

(2) Other Association Fees and Charges

- (a) are the amounts decided by the Association from time to time; and
- (b) are payable when, and in the way, the Association decides.

(3) Failure to pay membership fees for a period of three months after the due date will result in suspension of membership. Any member who becomes un-financial shall forthwith be deprived of all rights and privileges of membership of the Association including

- (a) The right to hold office.
- (b) The right to speak or vote at any meetings of the Association or at any General Meeting of the Association.
- (c) The right to nominate any person for office or be nominated for any office in the Association.

(d) The right to nominate for or participate in Association events provided that all privileges shall be restored upon payment of all subscriptions and moneys due to the Association.

## **8 MEMBERS' LIABILITIES**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 7.

## **9 WHEN MEMBERSHIP ENDS**

(1) A member may resign from the Association by giving a written notice of resignation to the Secretary.

(2) The resignation takes effect at:

(a) the time the notice is received by the Secretary; or

(b) if a later time is stated in the notice, the later time.

(3) The Board may terminate the membership of any member as defined in Rule 5 if that member:

(a) does not comply with any of the provisions of these rules;

(b) has membership fees in arrears;

(c) Conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.

(4) Before the Board terminates membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the Board must give the member written notice of the decision.

## **10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

(1) A person or entity whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the member's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the Secretary within 30 days after the member/entity receives written notice of the decision.

(3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 30 days after receiving the notice, call a special general meeting to decide the appeal.

## **11 GENERAL MEETING TO DECIDE APPEAL**

- (1) The general meeting to decide an appeal must be held within 30 days after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the appellant must be given a full and fair opportunity to show why the appeal should not be rejected.
- (3) Also, the Board must be given a full and fair opportunity to show why the appeal should be rejected.
- (4) An appeal must be decided by a majority vote of the members eligible to vote.
- (5) If a person or entity whose application for membership has been rejected or membership terminated by the Board under Rule 9 (3) does not appeal against the decision within 30 days after receiving written notice of the decision, or the entity appeals but the appeal is unsuccessful, the Treasurer must, as soon as practicable, refund the membership fee paid by the person/entity.

## **12 DISPUTES AND GRIEVANCE PROCEDURE**

### **Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and an Officer of the Association;
  - (c) a member and the Board.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **13 PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **14 APPOINTMENT OF MEDIATOR**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 13, the parties must within 10 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) if the dispute is between a member and another member—a person appointed by the Board; or

(ii) if the dispute is between a member and the Board of Management—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Board may be a member or former member of the Association but, in any case, must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

## **15 MEDIATION PROCESS**

(1) The mediator to the dispute, in conducting the mediation, must—

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

## **16 FAILURE TO RESOLVE DISPUTES BY MEDIATION**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **17 BOARD OF MANAGEMENT**

(1) Composition.

The Board of Management (the Board) will consist of the President as Chairman, Vice President, Secretary, Treasurer and one Director elected at the AGM.

(2) Other positions

The Board at its discretion may appoint members to positions as described below to assist in the objects of the Association or to assist any Board Member carrying out his duties as it may from time to time deem advisable.

MEMBERSHIP OFFICER – appointed by the Board.

MAGAZINE EDITOR – appointed by the Board

PURE BRED REGISTRAR - appointed by the Board

PART BRED REGISTRAR – appointed by the Board

NATIONAL AWARDS COORDINATOR – appointed by the Board

WEBMASTER – appointed by the Board

MORGANS FOR PLEASURE CO-ORDINATOR – appointed by the Board

## **18 REGISTER OF MEMBERS AND BOARD OF MANAGEMENT**

- (1) The Board must keep a register of members and the Board members of the Association.
- (2) The register of members must include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the email address of the member;
  - (d) the date of admission as a member;
  - (e) the date of death or time of resignation of the member;
  - (f) details about the termination or reinstatement of membership;
  - (g) any other particulars the Board or the members at a general meeting decide.

## **19 MANAGEMENT OF THE ASSOCIATION**

- (1) The affairs of the Association will be managed exclusively by the Board of Management consisting of-
  - (a) a President
  - (b) a Vice-President
  - (c) a Secretary
  - (d) a Treasurer and
  - (e) a Director
- (2) Board members must be elected under sub rule (7) at an AGM or appointed under sub-rule (11).
- (3) No Board Member of the Association may hold more than one position except the positions of Secretary and Treasurer which may be held by one person who will then be designated Secretary / Treasurer.
- (4) A Board member's term will be from his or her election at an AGM until the election at the next AGM after his or her election, but he or she is eligible for re-election to membership of the Board.
- (5) No Board member can be re-elected to serve a consecutive term on the Board if that person has not attended at least 50% of the Board meetings during his/her term of office.
- (6) A person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
  - (b) a seconder; and
  - (c) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 60 days before the day on which the AGM concerned is to be held.
- (7) A person who is eligible for election or re-election under this rule may -
- (a) propose himself or herself for election or re-election; and
  - (b) vote for himself or herself.
- (8) A list of candidate's names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous manner/s using physical form and internet forms as appropriate at least (28) days immediately preceding the AGM.
- (9) If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies to be filled-
- (a) the Secretary must report accordingly to; and
  - (b) the President must declare those persons to be duly elected as members of the Board at the AGM.
- (10) If vacancies remain on the Board after the elections, additional nominations of Board members may be accepted from the floor of the AGM. A person can be nominated from the floor or may have a proxy stand in for them on the night of the AGM by letter of permission if no nominations have been received. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- (11) If a vacancy remains on the Board after the AGM or when a casual vacancy occurs in the membership of the Board-
- (a) the Board may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will -
    - (i) hold office until the next election and
    - (ii) be eligible for election to membership of the Board, at the next AGM.

## **20 SUB-COMMITTEES**

- (1) The Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The Board may at any time repeal or alter delegated powers or disband the sub-committee as it sees fit.
- (2) A sub-committee may elect a Chairperson of its meetings. if no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed



for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

(3) If a sub-committee is appointed to organise a specific event it may also elect a secretary and treasurer

(4) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **21 BY-LAWS OF THE ASSOCIATION**

The MHAA Board may, on a majority vote, make, alter or rescind any by-law that is considered necessary for the effective administration of the Association, provided that no by-law may be inconsistent with the Constitution. This may be implemented by the following method:

- a) The MHAA Board will provide the members with at least 30 days written notice of the proposed new, altered or rescinded clause to the By-Laws, including the full wording, implications and reasoning behind the change.
- b) Members may object to the change, in writing, including electronic means, to the MHAA Secretary within that 30-day period.
- c) Should more than three members object, in writing, to the proposed change, the Board will survey ALL members. This will be done both electronically and by mail where internet avenues are not available to some members. The Survey will be conducted and completed within 30 days of the close of the objection period, and the result of the survey will determine the implementation of the change.
- d) Should more than five members object in writing to the change, then the proposed change must be presented, as a motion, at the next Annual General Meeting.
- e) Should a member wish to propose an alteration to the by-laws, they can request that the Board initiate the change, or they can move it as a motion at a Special Meeting or the Annual General Meeting of the Association.

## **22 PRESIDENT AND VICE PRESIDENT**

(1) Subject to this rule, the President must preside at all general meetings and Board meetings.

(2) In the event of the absence from a general meeting of-

(a) the President, the Vice-President; or

(b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Board meeting of-

(a) the President, the Vice-President; or

(b) both the President and the Vice-President, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

### **23 SECRETARY**

The Secretary must-

- (1) co-ordinate the correspondence of the Association;
- (2) keep full and correct minutes of the proceedings of the Board and of the Association; and make them available to members, and
- (3) comply on behalf of the Association with-
  - (a) the Act with respect to the register of members of the Association
  - (b) the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
  - (c) maintain a record of –
    - (i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association; and
    - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 24 to be kept and maintained by, or in the custody of, the Treasurer; and
  - (e) perform such other duties as are imposed by these rules on the Secretary.

### **24 TREASURER**

The Treasurer must-

- (1) be responsible for the receipt of all moneys received by him or her on behalf of, the

Association and must issue receipts for those moneys in the name of the Association, when requested;

(2) pay all moneys referred to in paragraph (1) into such account or accounts of the Association as the Board may from time to time direct;

(3) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;

(4) comply on behalf of the Association with the Act with respect to the accounting records of the Association by-

(a) keeping such accounting records that correctly record and explain the financial transactions and financial position of the Association;

(b) keeping its accounting records in such manner as will enable true and fair financial statements of the Association to be prepared from time to time;

(c) keeping its accounting records in such manner as will enable true and fair financial statements of the Association to be conveniently and properly audited; and

(d) submitting to members at each AGM of the Association financial statements of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;

(f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

(g) perform such other duties as are imposed by these rules on the Treasurer.

## **25 CASUAL VACANCIES IN MEMBERSHIP OF BOARD**

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

(a) dies;

(b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President and that resignation is accepted by resolution of the Board;

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than-

(i) 3 consecutive Board meetings; or

(ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and

(iii) the Board has resolved to declare the office vacant;

(f) ceases to be a member of the Association; or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

## **26 PROCEEDINGS OF BOARD**

(1) The Board must meet together regularly for the dispatch of business not less than three times in each year and the President, or at least half the members of the Board, may at any time convene a meeting of the Board (Board Meeting). A meeting may be validly constituted under this rule if:

(a) The nature of the communication link is made known to each Member entitled to be present at the meeting.

(b) Each Member entitled to be present at that meeting is given a reasonable opportunity to participate in the meeting by way of a communication link; and

(c) The Board has approved the use of the communication link taking into account such factors as cost and the individual ability of Board members to put such a communication link into place for the meeting. This list of factors is not exhaustive.

(2) Each Board member has a deliberative vote.

(3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

(4) Half the current number of members of the Board plus one constitutes a Quorum,

(5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

(6) As required under the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must-

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and

(b) not take part in any deliberations or decision of the Board with respect to that contract.

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.

(8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

## **27 GENERAL MEETINGS**

(1) The Board-

(a) may at any time convene a special general meeting;

(b) must convene the AGM within the time limits provided for the holding of such meetings, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first AGM which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of-

(i) receiving a requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one, convene a special general meeting; or

(ii) the secretary being directed by the board convene a special general meeting; or

(iii) the Secretary, receiving a notice under rule 10 (3), convene a special general Meeting, no later than the next AGM, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next AGM in relation to the Board's rejection of his or her application and the members, at that meeting, must confirm or set aside the decision of the Board.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

(a) state in that request the purpose for which the special general meeting is required and the nature of the business to be transacted there at; and

(b) sign that request.

(3) If a special general meeting is not convened within the relevant period referred to -

(a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or

(b) in sub-rule (1) (c) (iii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 28 days notice of a special general meeting and that notice must specify-

(a) when and where the special general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the special general meeting concerned and of

the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 28 days notice of an AGM and that notice must specify-

(a) when and where the AGM is to be held; and the business to be transacted at every AGM shall be:

(i) Reading and Confirmation of Minutes of the previous Annual General and/or Special General Meeting

(ii) President's Report

(iii) Secretary's Report

(iv) Treasurer's Report – to include statement of income and expenditure, assets and liabilities.

(v) Report of Officers

(vi) The election of Board members to replace outgoing Board members;

(vii) Determination of amounts payable for annual subscriptions.

(ix) any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an AGM, however the Secretary must give to all members not less than 28 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-

(a) serving it on a member personally; or

(b) sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 18.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly affected if the notice is sufficiently emailed or addressed and posted to the member concerned by ordinary email or prepaid mail.

(10) The secretary shall give at least 28 days notice of a general meeting.

(11) A general meeting of the Association may—

(a) by special resolution remove an Association Officer from office; and

(b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

## **28 REGISTRATION OF MORGAN HORSES**

- (1) For a part bred Morgan to be eligible for registration with MHAA, one of its parents must be a pure bred Morgan horse registered with the MHAA or AMHA. An entire part bred colt/stallion will not be eligible for registration with the Morgan Horse Association.
- (2) The Pure-Bred Registration Procedure is detailed in the document titled “Morgan Horse Association of Australia Registry Rules and Regulations” and will change from time to time, by Board decision, to remain compliant with American Morgan Horse Association Reciprocity requirements.

## **29 QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

- (1) At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board of the Association plus one (1).
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 27(5) or (6)-
  - (a) as a result of a request or notice referred to in rule 27 (1) (c) or as a result of action taken under rule 27 (3) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 27 of the adjourned general meeting as if that general meeting was a fresh general meeting.
- (7) At a general meeting-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast, subject to sub-rule (9); and
  - (b) a special resolution put to the vote will be decided in accordance with the Act, and, if a poll is demanded, in accordance with the Act.

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 9.

(9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

(12) Where it is desired to afford members an opportunity of voting for or against a Resolution secure electronic online voting, postal ballot slips and proxy votes are available. The instrument appointing the proxy shall be in the proxy form (see appendix 1) or a form as near to as circumstances permit.

(13) Meeting procedure should comply with the standing orders of the MHAA.

### **30 MINUTES OF MEETINGS OF ASSOCIATION**

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute folder or file kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **31 VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

(1) The voting rights of members of the Association shall be determined by the members from time to time by majority vote and will be recorded in the by-laws: -



(2) Each voting member of the Association is entitled to lodge a postal vote given to the Secretary no later than 7 days before the time of the meeting for election of office bearers and motions for which notice has been given.

(3) (a) Notices of motions to be moved at the AGM for which postal voting is to be used, shall be delivered to the Secretary of the Association not less than 60 days before the date fixed for the holding of the AGM in order to allow for publication of motions not less than 28 days before the AGM.

(b) The member's motion to the Secretary must be included in the notice of the meeting Agenda sent to each member of the Association at least 28 days before the date of the meeting and provide the following information to members:

- (i) the wording of the existing rule.
- (ii) the precise wording of the proposed change.
- (iii) the name of the member proposing the changes.
- (iv) the name of the member seconding the proposed motion.
- (v) the reason/s for seeking the change/s to the rules or for the additions to the rules.

(4) Voting may be carried out via a secure electronic online system determined by the Board of Management.

**32 PROXIES OF MEMBERS OF ASSOCIATION**

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting. Proxies need to be received by the returning officer at least 7 days prior to the AGM. One person can hold a maximum of 2 proxy votes.

**33 RULES OF ASSOCIATION**

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 50 of the Act, which is as follows-

- (a) Subject to sub-rule (1), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is

complied with;

(d) An alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

### **34 INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

### **35 FINANCIAL YEAR**

The financial year of the Association shall be the twelve months period ending with the last day of December.

### **36 SOURCE OF FUNDS**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

### **37 MANAGEMENT OF FUNDS**

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

(3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All bank transfers, withdrawals and payments, cheques, and other negotiable instruments must be signed by two Board members.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **38 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

**Appendix 1 Proxy Form**

**FORM OF APPOINTMENT OF PROXY**

\_\_\_\_\_

(full name)

of

\_\_\_\_\_

(address)

being a member of the Morgan Horse Association of Australia

hereby appoint

\_\_\_\_\_

(full name of proxy)

of

\_\_\_\_\_

(address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (AGM or special general meeting, as the case may be) to be held on the day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment of that meeting.

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

\* To be inserted if desired.

\_\_\_\_\_

(Signature of member appointing proxy) (Date)

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

Appendix 2 – Nomination Form

**Nomination form for election to the Board of Directors and Other Offices**

The AGM of the Morgan Horse Association of Australia Inc, is to be held at (insert venue, date and time)

In accordance with Rules and By-Laws of the Association, nominations are called for the positions of:

- President
- Vice President
- Secretary
- Treasurer
- Director
- Youth Liaison Officer
- State Liaison Officers (one for each state with members)
- Show Secretary
- National Promotions Officer
- Morgans for Pleasure Coordinator

I nominate \_\_\_\_\_ for the position of \_\_\_\_\_.

(Name of person Nominated) (Position)

Nominated by \_\_\_\_\_, \_\_\_\_\_

(Name) (Signature) (Date)

Seconded by \_\_\_\_\_, \_\_\_\_\_

(Name) (Signature) (Date)

I accept the Nomination. \_\_\_\_\_

(Signature) (Date)

Return Nomination Form to (Insert Secretary's name)

Secretary, Morgan Horse Association of Australia,

secretary@morganhorse.com.au

By (insert due date)

Appendix 3 Notice of Motion Form

# MORGAN HORSE ASSOCIATION OF AUSTRALIA

## Notice of Motion Form

Motions brought forward during this time for the Morgan Horse Association of Australia Inc to discuss or vote at the AGM of the Association, to be held at (insert venue and time and date)

In accordance with the Rules and By-Laws of the Association, I wish to propose the following motion:

Important: choose from the two options below.

This motion (a) amends or replaces or deletes existing rule/by

law \_\_\_\_\_

(Delete which does not apply and insert number and

paragraph)

(b) is an addition to the current rules/by laws.

(Delete

which does not apply)

Moved by \_\_\_\_\_, \_\_\_\_\_

(Name) (Signature)

(Date)

Seconded by \_\_\_\_\_, \_\_\_\_\_

(Name) (Signature)

(Date)

Return Nomination Form to (insert secretary's name)

Secretary, Morgan Horse Association of Australia,

secretary@morganhorse.com.au

By (insert due date)