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**MEMORANDUM OF ASSOCIATION**

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**ARTICLES OF ASSOCIATION**

**OF THE**

**PAINT HORSE ASSOCIATION OF AUSTRALIA  
LIMITED**

(as amended up to PHAA AGM of 2017)

Companies (New South Wales) Code

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

OF

THE PAINT HORSE ASSOCIATION OF AUSTRALIA  
LIMITED

1. The name of the Company is The Paint Horse Association of Australia Limited
2. The objects for which the Association is established are :-
  - a. To do all things and take all such steps as it may from time to time consider necessary for the research, breeding, protection, advancement, promotion or furtherance of the Paint Horse Breeding Industry and/or The Paint Horse breeders engaged in that industry and in particular to promote the development of the Paint breed of horse in Australia.
  - b. To do all acts and things necessary to take over the funds and other assets of the present unincorporated association known as The Paint Horse Association of Australia.
  - c. To secure to the members all the advantages of unanimity of action and the protection of the interests of Paint Horse breeders in all matters affecting the occupation and development of the Paint Horse breed and other matters connected therewith.
  - d. To act in conjunction with and to affiliate with bodies or other Associations whose objects altogether or in part are of similar nature to those of the Association in any part of Australia or elsewhere and to send delegates to conferences held by such bodies or Associations or to others where subjects of interest to the Association are to be discussed.
  - e. To foster, encourage, promote and control the strain of horse known as Paint Horse throughout Australia as far as may be expedient or practicable.
  - f. To preserve improve and standardize the breeding of the Paint Horse in Australia.
  - g. To record register file and issue Certificates of Registration in respect of the Paint Horses in Australia.
  - h. To register foundation stock for the development of the breed of The Paint Horse in Australia.
  - i. To acquire records and historical data concerning the origin importation into and development of the strain of The Paint Horses in Australia and elsewhere.
  - j. To compile print and publish at intervals a stud book of registered The Paint Horse stallions and mares.
  - k. To conduct promote and sponsor Horse Shows for the showing and promotion of The Paint Horse.

- l. To promote sponsor and carry on Gymkhanas Horse Races Hunting and such other sports games recreations and entertainments for the promotion of The Paint Horse.
- m. To purchase take on lease or in exchange or otherwise acquire any lands buildings easements rights in common or property real or personal which may be required for the purpose of the Association or conveniently used in connection with any of the objects of the Association and to sell demise mortgage give in exchange or dispose of any lands buildings easements rights or property real or personal the property of the Association or any part thereof.
- n. To develop and turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating and letting of building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- o. To effect improvement on such property mentioned in sub-clause (m) and to enter into all necessary contracts with workmen or other persons for the carrying out of such improvements and for the maintaining of same.
- p. To enter into any arrangements with any Government or authorities supreme municipal local or otherwise that may seem conducive to the Association's objects or any of them and to obtain from 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. To co-operate with the Departments of Primary Industries, Universities, Commonwealth Scientific and Industrial Research Organisation, and any other research, technical and extension organization interested in Horse Breeding , in the promotion of improved methods and efficiency of horse breeding by means of technical and scientific knowledge and in other directions that may be deemed necessary from time to time.
- q. To support from time to time any newspaper or newspapers, periodicals, pamphlets or magazines now or hereafter to be published whose policy would or would be likely to further the objects of the Association, and to establish acquire or purchase or from time to time appoint any such newspaper or newspapers, periodicals, pamphlet and magazines as the official paper of the Association, and at the pleasure of the Association to withdraw such support, or to sell or to withdraw such nomination or appointment as agreed.
- r. To establish and support or aid in the establishment of Associations Institutions Funds Trusts and Conveniences calculated to benefit the members employees or ex-employees of the Association and to grant pensions and allowances and to make payments towards insurance and to subscribe to guarantee money for charitable or benevolent objects or for any public general or useful object.
- s. To undertake subscribe or otherwise aid undertakings and Associations for the purposes of opening out or protecting the breed of The Paint Horse or to make experiments or investigations in connection with any of the objects of the Association or any class or Department of its business directly or indirectly or to join with any other person or persons Company or Companies in doing the above and to contribute to the expenses thereof.
- t. To apply the money of the Association in any way in or towards the establishment maintenance or extension of any Association Company Institution or Fund in any way connected with the particular objects of the Association including any Association Institution Fund for the protection of the interests of Masters and Owners of The Paint Horses.
- u. To apply the money of the Association in any way in or towards the establishment maintenance or extension of any Association Company Institution or Fund for the protection of the interest of employees or ex-employees against loss by bad debts strikes workmen's combinations fire accident or otherwise or for the benefit of any clerks servants workmen

or others at any time employed by the Association or their families and whether or not in common with other classes of persons and to grant pensions and allowances and to contribute to any fund raised by local or public subscription or to guarantee money for or to subscribe to any charitable or benevolent objects or for any public general or useful objects whatsoever.

- v. To borrow or raise money on any terms and conditions and to secure the repayment thereof by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any monies borrowed raised or owing by Mortgage Charge or Lien upon the whole or part of the Associations assets (whether present or future).
- w. To draw make accept endorse discount execute and issue cheques promissory notes bills of exchange warrants and debentures and other negotiable and transferable instruments.
- x. To remunerate any employee or employees of the Association over and above the obligation in that regard described by law by such means as shall be deemed fit.
- y. To apply for and obtain any provisional order or Act of Parliament or order or decree of any Court for enabling the Association to extend its objects or to carry any of its objects into full effect or for effecting any modification of the association's constitution or for any other purpose which may seem calculated directly or indirectly to benefit the Association and to oppose any provisional order bill in Parliament proceedings application which may seem directly or indirectly opposed to or calculated to prejudice the Association's interests.
- z. To procure Association by such means as may appear expedient to be registered or recognized in any foreign country or place to do all such things as are incidental or conducive (or which in the opinion of the Board are incidental or conducive) to the attainment of any of the objects in this Memorandum.
- aa. To provide for members of the Association and other persons all articles or services used or necessary in connection with the breeding showing or otherwise of The Paint Horse.
- bb. To give Christmas boxes or charitable aid to any employee who may have served the Association or to the wife, widow, children or other relative of such employee.
- cc. To remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the debentures or other securities of the Association.
- dd. To raise money by subscriptions and to grant rights and privileges to subscribers.
- ee. To devote part of the funds of the Association towards expenses of any horse shows gymkhanas or other events of all kinds and towards the provisions of prizes and trophies.
- ff. To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law in the investment of trust funds.
- gg. To establish maintain and carry on ground and building for the accommodation of members of the Association or other persons and their permitted guests and generally to afford to them all the usual privileges advantages conveniences and accommodation of the Association.
- hh. Generally to do all such things as are incidental or conducive to the attainment of the above objects and it is hereby declared that in the interpretation of this clause the meaning of any of the Association's objects shall not be restricted.
- ii. By reference to any other object or by juxtaposition of two or more objects and that in the event of ambiguity this clause shall be construed in such way to widen and not to restrict powers of the Association.

jj. To make arrangements as may be advisable or necessary for the insuring of the Association and members thereof against:

1. Liability for accidental injury either before during or after any practice or competition on the Association's premises however caused and whether due to negligence of the Association or any officer or employee servant or agent or member thereof or the servant or agent of any member otherwise or whether such liability be to any member or any person not a member.
2. Loss incurred by the Association through theft or misappropriation or damage of or to its assets or property by the omission of any person (including its employees servants or agents for any purpose)
3. By such insurances whether life or otherwise as may be reasonably procurable to secure repayment of all monies due or to become due by the unincorporated Association or the Association to whoever may have lent or may lend money to either the said Associations.

3. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association: and no portion thereof shall be paid or transferred directly or indirectly by way of bonds or otherwise howsoever by way of profit to the members of the Association provided that nothing herein contained shall prevent the payment in good faith in remuneration to any officer or servant of the Association for any services actually rendered to the Association nor any members of the Association being a trader in supplies of the kind ordinarily required by such an Association receiving payment market rates for any necessary goods of a kind dealt in by him and supplied to the Association nor prevent the payment of out-of-pocket expenses to any member elected or appointed by the Association as a delegate to attend and represent the Association at any conference to which the Association is authorized by the Memorandum of Association to send delegates; nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let to any member of the Association.

4. The liability of the members of the association is limited.

5. Every member of the Association undertakes to contribute to the assets of the Association in the event of same being wound up during the time he or she is a member or within one year afterwards for the payment of the debts and liabilities of the Association contracted before the time at which he or she ceased to be a member and the costs charges and expenses of winding up of the Association and for the adjustment of the rights and contribution amongst themselves such amounts as may be required not exceeding Twenty Dollars (\$20.00).

6. Upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some Institution or Institutions having objects similar or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the foregoing provisions then to some charitable object.

7. True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of such receipt of expenditure takes place and of the property credits and liabilities of the Association subject to any reasonable restrictions as to time and manner in inspecting the same that may be imposed in accordance with the Regulations of the Association for the time being shall be open to the inspection of the members. Once at least every year the accounts of the Association shall be reviewed by one or more properly qualified Auditor or Auditors.

8. The full names, addresses and occupations of the subscribers hereto are :-

Peter John NEATE,  
"Country Road"

PHAA Memorandum of Association & Articles of Association

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Eight Mile Road  
Nar Nar Goon, 3812  
Fireman

Helen Rose Margaret COOK  
"Balls Hill"  
Pakenham, 3810  
Horse Breeder

Frederick Lewis BURTON  
"Wickham Lane"  
Young, 2594  
Sales Manager

Helen Cynthia ANNING  
"Bald Knob"  
Landsborough, 4550  
Horse Breeder

Leonard Noel CLEGG  
30 Wills Road  
Macquarie Fields, 2564  
Company Director

WE, the several persons whose names are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.

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Signature of Subscribers

Signature and Address  
Of Witness

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Peter John NEATE  
Helen Rose Margaret COOK  
Frederick Lewis BURTON  
Helen Cynthia ANNING  
Leonard Noel CLEGG

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DATED this 17<sup>th</sup> day of July 1986

**M - Signature**

**AUSTRALIAN CORPORATIONS LAW**

**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

**OF**

**THE PAINT HORSE ASSOCIATION OF AUSTRALIA LIMITED**

1. In these presents, unless there be something in the subject or context inconsistent therewith:

“the Law” means the Australian Corporations Law.

“the Association” means the Paint Horse Association of Australia Limited.

“a Paint Horse” means by definition a horse registered in the Regular Registry of the Association.

“the Board” means the Board of Directors of the Association as provided for in these Articles of Association.

“the Company Secretary” means a director appointed to perform the duties of a company secretary of the Association and includes an honorary company secretary.

“the office” means the office for the time being of the Association.

“the register” means the register of members to be kept pursuant to the Law.

“month” means calendar month.

“in writing” means written or printed, or partly written and partly printed.

“financial member” shall be a member who is not more than two months in arrears in the payment of his annual subscription.

“financial year” means the period commencing on the first day of July in any year and ending on the thirtieth day of June in the following year or such other yearly period as the Board may from time to time determine.

“the seal” means the common seal of the Association.

“a standing committee” is a committee of at least one person appointed or delegated by the Board to carry out any designated functions or duties.

“the Journal” means the magazine for the time being of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other methods of representing or reproducing words in a visible form.

Words or expressions contained in these Articles shall be interpreted in accordance with the law of New South Wales relating to corporations in force at the date at which these Articles become binding on the Association.

Where hereinafter used words importing the masculine gender shall include the female gender and words importing the singular number shall include the plural and visa versa unless the context shall otherwise require.

2. The Association is established for the purposes set out in the Memorandum of Association.
3. The number of members with which the Association proposes to be registered is five hundred (500) but the Board may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these Articles shall be members of the Association.
5. Subject to these Articles of Association membership of the Association is available only to a person, corporation, firm, partnership, institution, executor or trustee who is the owner of a Paint Horse eligible for registration by the Association or any person, corporation, firm, partnership, institution, executor or trustee who proves his interest in a Paint Horse provided that:-
  - (a) Any financial member of the unincorporated Association known as the **Paint Horse Association of Australia Limited** shall be entitled to membership of the Association as from the date of its incorporation under the Law without being proposed and elected in terms of Article 6 hereof and every such member who agrees in writing to become a member of the Association shall be admitted to membership of the Association and the Company Secretary shall forthwith enter the name, address and description of each such member in the register required to be kept in terms of the Law; and
  - (b) Any then financial member of the said unincorporated Association shall not be bound to pay any subscription to the Association for the financial year in which the Association is incorporated under the said Law; and
  - (c) Any person who on payment of his subscription for the relevant year to the unincorporated Association would be a financial member thereof shall be entitled to membership of the Association and on prepayment of such subscription to the Association shall be deemed entitled to membership and registration as if Article (a) applied to him.
  - (d) Any Life Member of the said unincorporated Association shall be and be deemed to be a Life Member of the Association. Any Full Member upon paying the prescribed Life Membership fee may apply to become a Life Member of the Association and shall become a Life Member of the Association only when notified in writing by the Board of the acceptance of his application. The 2007 Life Membership fee is \$1500.00 but may be varied from time to time and at any time by the Board at its absolute discretion
6. (a) Subject to Article 5 every application for membership shall be made in writing signed by the applicant and shall be in such form and shall contain such information as the Board may, from time to time or in any particular case, prescribe. Every such application shall be lodged with the Company Secretary and shall be accompanied by payment to the Association of the prescribed entrance fee, if any, and annual subscription for the current year. At the next meeting of the Board after receipt of any application for membership the Board shall, by a simple majority of the members present at that meeting, elect or reject the applicant as a member of the Association or shall adjourn its consideration of any application until the next meeting of the Board and in no case shall the Board be obliged to give any reason for rejecting any applicant or adjourning its consideration of any application. Upon the election by the Board of an applicant for membership the Company Secretary shall forthwith send to the applicant written notice of his election and the applicant shall become a member of the Association bound by its Memorandum and Articles of Association and the Company Secretary shall forthwith enter the name, address and description of such applicant in the register required to be kept in terms of the Law. In the event of any application being withdrawn by an applicant or rejected by the Board the entrance fee, if any, and annual subscription fee paid by the applicant shall be refunded to him. A candidate shall become a member of the Association upon approval of his proposal and on election the Company Secretary shall notify the new member of that fact by prepaid letter sent to the address given as above required and request payment of his prescribed nomination fee and the annual subscription for the current year. Despite his election as a member, no newly elected member shall be entitled to enjoy any of the rights, privileges or benefits of the Association until all such payments have been made. When made he shall become a member of the Association.



If such payments are not made within one calendar month from the date of the posting of the aforesaid notification by the Company Secretary, the election as member shall be void unless the candidate shall show sufficient cause for such delay in payment to the satisfaction of the Board.

- (b) The membership of the Association shall be classified as follows:-
- (i) Honorary Life Members – being those members who have been admitted to Honorary Life Membership in accordance with these Articles of Association and who are eligible to vote.
  - (ii) Life Members – being those members who have been admitted to Life Membership in accordance with these Articles of Association and who are eligible to vote.
  - (iii) Full Members – being those members, nineteen years of age or older, other than Honorary Life Members, Life Members or Constituent Members and who are eligible to vote.
  - (iv) Junior Members – being those members, under the age of nineteen years, other than Constituent Members, who are ineligible to vote and who are ineligible to nominate candidates for election pursuant to Article 14 (a).
  - (v) Constituent Members – being those members who are either firms, groups of individuals, partnerships, corporations, institutions or executors and trustees and who are entitled to a maximum of two votes, that is one vote for each separate individual nominee.
  - (vi) Family Membership - to be those members residing in the same household. A maximum of 2 adults and 3 youth will be allowed per family membership and shall be entitled to a maximum of 2 adults voting
  - (vii) Associate member: For a person who no longer own or show a paint horse and wish to remain associated with the PHAA or who have never owned a paint horse but who wish to be associated with the PHAA. Membership will entail voting privileges and a journal.
  - (viii) Introductory membership: For a person who has never been a member of the PHAA and is considering the purchase of or has just purchased a paint horse. Membership will entail all privileges of a full membership. Introductory membership is only for the initial 12 months or part thereof when first joining the PHAA after which full membership must be purchased.
- (c)
- (i) Subject to Article 5 (d) any Full Member, or any individual party to a Constituent or Family Membership of the Association may be admitted as a Life Member of the Association upon paying to the Association such life membership fees as the Association may from time to time prescribe.
  - (ii) In each year, on the recommendation of the Board, the Association in Annual General Meeting may elect not more than two persons to be Honorary Life Members of the Association and upon such election the persons concerned shall be admitted as Honorary Life Members of the Association without payment for such membership.
  - (iii) An admitted Life Member or Honorary Life Member shall be entitled to all the privileges of a Full Member but not including the provision of any Journals for the remainder of his life unless he resigns or is suspended or expelled from the Association.
  - (iv) The provisions of these Articles of Association relating to the payment of annual subscriptions shall not apply to Life Members or Honorary Life Members of the Association except in relation to the Journal subscription which is payable each and every year.

7. The nomination fee if any and any annual subscription fee payable by members of the Association shall be as such as the Board of Directors in meeting shall from time to time prescribe. All members of the Association may be entitled to a copy of the Association's Official Journal, the cost of which can be either included in the annual subscription or by a separate journal subscription as the Board of Directors shall from time to time determine.
8. All annual subscriptions shall become due and payable in advance on the first day of August in every year.
9. If the subscription of any member shall remain unpaid for a period of two calendar months after it has become due then the member may after notice of the default shall have been sent to him by the Office Manager be debarred from all privileges of membership and his name may be removed from the register of members provided that the Board may if it deems fit reinstate the member and restore his name to the register upon payment of all arrears and if the Board thinks fit to do so.
10. A member may at any time by giving notice in writing to the Company Secretary resign his membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Association and in addition for any sum not exceeding twenty dollars (\$20.00) which he is liable as a member of the Association under Clause 5 of the Memorandum of Association of the Association.
11. (a)
  - (i) If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Association or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Association the Board shall have the power to censure, suspend or expel the member from the Association and remove his name from the register provided that at least twenty one (21) days before the meeting of the Board at which the resolution for his censure, suspension or expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his censure, suspension or expulsion and that he shall at such meeting before the passing of such resolution have had an opportunity in person or by counsel of giving orally or in writing an explanation or defence he may think fit and provided further that any such member by notice in writing lodged with the Company Secretary at least twenty four hours before the time for holding the meeting at which the resolution for his censure, suspension or expulsion is to be considered by the Board elect to have the question of his censure, suspension or expulsion dealt with by the Association in General Meeting of the Association following the expiration of forty (40) days after the lodging of such notice with the Company Secretary and, if at the meeting a resolution for censure, suspension or expulsion of the member be passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the member shall be censured, suspended or expelled and his name removed from the register.
  - (ii) The Board of Directors may take action to reprimand, fine, suspend or expel any member or deregister any horse of which the member is the registered owner in the records of Association if it considers such member to be guilty of fraudulent practices or for any breach of these Articles on whose conduct in any respect as determined by the Board of Directors shall be deemed discriminatory, derogatory or prejudicial to the interests of the Association.
  - (iii) When a member has been fined, suspended, or expelled under Article 11 (a) (i) and (ii), the determination shall apply to all current memberships held by the member at the time of such action, whether said membership/s be held as an individual (including life membership) or as part of a family or constituent membership. All privileges of membership of the Association shall be denied said member during the time of the suspension.
  - (iv) If action is taken by the Board against a member who is subject of a Family or Constituent Membership a ruling must be made at that time whether all parties of the Family or Constituent membership form part of the action.

- (v) No member who has been fined, suspended or expelled shall be allowed to hold or form part of any new membership until such time as their fine has been fully paid; their suspension has been completed; or, their expulsion has been lifted as deemed by the Board.
- (Articles 11 (a) (iii), (iv) & (v) inserted as pr 2010 AGM Motion)*
- (b) When a suspended member's term of suspension has expired a notice stating that the member's term of suspension is over will be published in the Journal.
12. (a) (i) The Board of Directors shall consist of a maximum of seven (7) elected members plus the Immediate Past President.
- (ii) The members of the Board of Directors shall consist of two members who reside in Queensland or the Northern Territory, two members who reside in Victoria, South Australia, Western Australia or Tasmania, two members who reside in New South Wales or the Australian Capital Territory and one member who shall reside anywhere in Australia or internationally plus the Immediate Past President.
- (iii) There shall be an Executive Committee consisting of the President, the Vice President, the Immediate Past President and one additional member of the Board to be elected by the Board.
- (iv) All powers of the Board of Directors, except the power to change rules and regulations pertaining to registration of horses, shall be vested in the Executive Committee.
- (v) The Retiring President may only hold the position of Immediate Past President for a maximum of two consecutive years.
- (b) At the First Annual General Meeting of the Association all the members of the Board shall retire from office and at every subsequent Annual General Meeting one half of the members of the Board for the time being or if their number is not two or a multiple of two, then the number nearest to, but not exceeding one half, shall retire from office. All retiring members of the Board shall if duly nominated be eligible for re-election.
- (c) The elected members of the Board to retire in every year shall be those members who have been longest in office since their last election but as between persons who became members of the Board on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot at least ninety (90) days before the Annual General Meeting.
- (d) Any person who is appointed to the Board of Directors other than by election of the members (standing unopposed "from the floor" etc) shall only hold office for a period of 12 months or the remainder of the 12 month term at the time of coming to the position. The person is entitled to stand for the Board again at the expiration of the 12 month term or the remainder of the 12 month term at the time of coming into the position.
- (e) Where two Board members are elected to the Board unopposed from the nominations received by the closing date from one geographical area as listed at Article 12. (a) (ii) then to maintain continuity on the Board only one of those members would be required to stand down after the 12 month period the other being permitted to serve a two year term. The decision as to who stands down will be decided by the Board of Directors vote.
13. No person shall be elected to the Board unless he/she or the entity he represents is at the time of his nomination :-
- (a) A financial member of good standing of the Association for a minimum of the previous two years
- (b) Has at no time in the previous 10 years been suspended or expelled from the Association.  
*(Article 13 (a) amended as per AGM 2008)*

14. The election of members of the Board shall take place in the following manner:-

- (a) Sixty (60) days at least before the Annual General Meeting the Company Secretary shall send to all financial members of the Association a notice specifying the names of the Board members who are retiring and the respective geographical area represented by each retiring member and any two (2) financial members of the Association shall be entitled to nominate candidates for election to the Board to represent the area in which each such candidate resides. All nominations must be in writing signed by the nominating members and by the person nominated as consent to his nomination and all nominations must be lodged with the Returning Officer, who must be an independent third party, not less than forty five (45) days prior to the Annual General Meeting.  
*(Article 14 (a) amended as per AGM 2010)*
- (b) Not less than thirty five (35) days prior to the Annual General Meeting the Company Secretary shall prepare and forward to each financial member of the Association a ballot paper specifying, in respect of each geographical area, the number of the vacancies, if any, to be filled and, in alphabetical order, the names of all candidates nominated for election to the Board to represent that area. Each financial member shall be entitled to vote for as many candidates nominated in respect of each geographical area as there are vacancies to be filled in respect of that area and no more. Completed ballot papers shall be returned to the returning officer to be received by him not less than ten (10) days prior to the Annual General Meeting.
- (c) Members shall elect from the candidates nominated to represent each particular geographical area as many candidates as may be required to bring the total number of members of the Board representing each particular area to the number specified for that area in accordance with these Articles of Association.
- (d) In the case of two or more candidates nominated to represent the same geographical area receiving an equal number of votes, whether on a postal ballot or on a ballot held at an Annual General Meeting, as the case may be, the Chairman of the Annual General Meeting shall have a second or casting vote.
- (e) At the commencement of the Annual General Meeting should there be vacancies in any geographical area the Board of Directors has the right to call for nominations from the floor to fill the remaining positions. The persons filling these vacancies shall hold office only until the next Annual General Meeting and their place of residence shall not be taken into account.
- (f) For the purpose of these Articles of Association:-
  - (i) A member who is a resident in Australia shall be deemed to reside at the address entered as his address in the register.
  - (ii) A member of the Board who ceases to reside in the particular geographical area which he was elected to represent shall nevertheless during the remainder of his term of office as a member of the Board be deemed to reside in and to represent that area.

15. At the first Annual General Meeting of the Association and thereafter at succeeding Annual General Meeting elections for the Board shall be conducted in accordance with the following practice:

- (a) At the first Board Meeting following each Annual General Meeting the members of the Board shall elect, from among its members, persons to fill the following offices: President, Vice President and Company Secretary.
- (b) Each of such office bearers, when elected, shall be entitled to hold office until the conclusion of the next Annual General Meeting, when each such office bearer shall retire or until such office bearer ceases to be a member of the Board, whichever occurs the sooner.

- (c) All retiring office bearers shall, provided they are still members of the Board, be eligible for re-election.
- (d) The Board shall have the power at any time and from time to time to appoint a member of the Board to fill any casual vacancy occurring among the office bearers.
- (e) The Board may, by a resolution passed by a majority of not less than one half of the members of the Board for the time being, remove any office bearer before the expiration of his period of office and appoint another member of the Board in his stead.

16. The Association may from time to time by resolution passed at a General Meeting increase or reduce the number of members of the Board.

#### **CASUAL VACANCY**

17. The Board shall have power at any time and from time to time to appoint any financial member of the Association to fill any casual vacancy occurring in the Board but so that the total number of members of the Board residing in and representing any particular geographical area specified in Article 12 does not at any stage exceed the number fixed for that area in accordance with these Articles of Association. Any person appointed as a member of the Board pursuant to this Article shall hold office only until the commencement of the next following Annual General Meeting and shall, if duly nominated, be eligible for re-election but shall not be taken into account in determining the members of the Board who are to retire by rotation at that meeting.

The procedure for appointing any financial member to fill any casual vacancy on the Board for a particular geographic area shall be as follows:-

- (a) First, by the unsuccessful candidate for that geographic area who received the highest number of votes at the election of members of the Board immediately preceding the casual vacancy;
- (c) Secondly, if the unsuccessful candidate in (a) above is unwilling or unable to be appointed by the other candidates for that geographic area at the election in descending order of the number of votes; and
- (d) Thirdly, where no such candidates remain or they are unwilling or unable to be appointed by such financial member residing in that geographic area as the directors think fit.

Any State is considered to be unrepresented when there is no director appointed from that State either by election or appointment of the Board of Directors. In such a case the Board of Directors will assign that State to a director in a neighbouring State.

18. Subject to the provisions of the Law the Association may by resolution, remove any member of the Board before the expiration of his period of office and in that event the Association shall by resolution appoint in his stead another person who resides in the particular geographical area which the removed member was elected to represent. Any person appointed as a member of the Board pursuant to this Article shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member in whose place he is appointed was last elected a member of the Board.

19. The office of a member of the Board shall become vacant if the member:-

- (a) ceases to be a member of the Board by virtue of the Law;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a company by reason of any order made under the Law;
- (d) 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;
- (e) resigns his office by notice in writing to the Association;

- (f) shall fail to attend three consecutive meetings of the Board without leave of the Board;
- (g) holds any office of profit under the Association;
- (h) ceases to be a member of the Association;
- (i) is expelled from the Association.

Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Association.

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

20. The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Law or by regulation, required to be exercised by the Association in General Meeting subject, nevertheless, to any of these Articles, to the provision of the Law and to such regulations made there under, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in General Meeting provided that any rule regulation or by-law of the Association made by the Board may be disallowed by the Association in General Meeting and provided further that no resolution of or regulations made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
21. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Association, and the Board may on behalf of the Association enter into contracts to purchase or take up freehold land or enter into any lease or contract deemed necessary to protect or further the interests of the Association but any contract to purchase or take up freehold land shall be subject to confirmation by the Association in General Meeting and the Board shall cause an Extraordinary General Meeting to be held, when necessary, for the purpose of securing such confirmation.
22. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board or in such manner as the Board from time to time may determine.
23. The Board shall cause minutes to be made;
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Board present at all meetings of the Association and of the Board; and
  - (c) of all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

### **23A TRANSPARENCY OF THE BOARD OF DIRECTORS**

- 23A.1 The Association will make generally available to its members the Board minutes and all other minutes that Article 23 requires to be made.
- 23A.2 A member is entitled to inspect the minutes referred to in Article 23A.1 at the office of the Association during normal business hours.
- 23A.3 A member is entitled to contact the Association by telephone, mail, email or facsimile and request to be provided with a copy of documents referred to in Article 23A.1, whether by mail, email or facsimile or such other means of communication that the member reasonably elects. The Association is obliged to comply with such a request within 14 days of receiving the member's request.

23A.4 The Association will charge no fee for providing members with minutes in accordance with this Article 23A.

23A.5 If the minutes requested contain the name of a member, other than members of the Board in their capacity as members of the Board, the Board may resolve for that member's name to be made illegible prior to releasing the minutes, in order to maintain that member's privacy

#### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

24. The Board may meet together or via electronic means, including teleconferences and excluding email. for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Members of the Board may at any time and the Company Secretary shall on the requisition of five (5) members of the Board, summon a meeting of the Board.

25. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of the votes the Chairman of the meeting shall have a second or casting vote. A member of the Board may vote in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer. When it is desired to afford Board members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the form as specified in article 42(h) or a form as near thereto as circumstances admit. The instrument appointing a proxy shall be deposited at the registered office of the Association, or at such other place within Australia as is specified for that purpose in the notice convening the meeting.

26. A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted

27. The quorum necessary for the transaction of the business of the Board shall be four (4) or such greater number as may be fixed by the Board.

28. The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Association but for no other purpose.

29. The President shall preside as Chairman at every meeting of the Board or if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is not present at the meeting then the members present may choose one of their number to be Chairman of the meeting.

30. The Board may delegate any of its powers to standing committees consisting of such member or members as they think fit. Any standing 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.

31. A standing committee may elect a Chairman of its meeting. If no such Chairman is elected or, if at any meeting the Chairman 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 Chairman of the meeting.

32. A standing committee may, subject to any regulation imposed on it by the Board, meet and adjourn as it thinks fit. Questions arising at any meeting of a standing committee shall be determined by a majority of votes of the members present. The Chairman of a standing committee shall have a deliberative vote only and shall not have a second or casting vote. Any member of the Association who feels aggrieved by any decision of a standing committee may by notice in writing, lodged with the Company Secretary within one (1) month of the date of the decision, appeal against the decision to the Board.

33. All acts done by any meeting of the Board or of a standing committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
34. A resolution in writing signed by all of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
35. Subject to the provisions of the Law the Board shall be the sole authority for the interpretation of any part or parts of these Articles of Association and any rules by-laws regulations made there under and the decision of the Board upon any interpretation or upon any matter affecting the Association and not provided for by these Articles of Association or by any rules by-laws or regulations made hereunder shall be final and binding on members.

### **GENERAL MEETINGS**

36. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Financial members only shall be entitled to attend and vote at General Meetings. Any other person may attend but not vote at General Meetings subject to the provisions of Article 42
37. The following business shall be transacted at such Annual General Meetings:-
  - (a) The approval of the minutes of the previous Annual General Meeting and a consideration of any matters arising there from.
  - (b) Consideration of the President's Annual Report, Financial Statements and Auditor's Review.
  - (c) Consideration of any notices of motion duly lodged with the Company Secretary.
  - (d) Election of the Board of Directors in accordance with these Articles.
  - (e) Election of Auditors.
38. All business shall be ordinary that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting except for any business relating to amendments or alterations or additions to the Memorandum or Articles of Association. All business relating to amendments or alterations or additions to the Memorandum or Articles of Association is deemed to be special.
39. Any business which any financial member may desire to submit for discussion at the Annual General Meeting of the Association shall be submitted to the Board prior to twenty eight (28) clear days of the date appointed for the Annual General Meeting and any resolution to be considered at the Annual General Meeting shall not be accepted unless it is lodged with the Company Secretary twenty eight (28) clear days prior to the date of the Annual General Meeting.
40. Five (5) members of the Board or fifty (50) financial members of the Association may whenever they think fit convene an Extraordinary General Meeting and the Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Law.
41. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty one (21) days notice at the least (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) specifying the place the day and the hour of meeting and in the case of special business the general nature of that business shall be given to each persons as are entitled to receive such notices from the Association.



42. (a)

**QUORUM**

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten (10) financial members personally present shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such day and place as the Chairman of the meeting may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting these members who are present and entitled to vote shall be a quorum.

(e)

**ADJOURNMENT**

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(f)

**CHAIRMAN**

The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or if he is not present within half an hour of the time appointed for holding the meeting or is unwilling to act, the Vice President shall preside as Chairman, or if the Vice Present is not present or unwilling to act, then the members shall elect one of their number to be Chairman of the meeting. 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 shall be entitled to a second or casting vote.

(g)

**PROXIES**

A member may vote in person or by proxy or by attorney, and subject to the provisions of Article 59, on a show of hands every person present who is a financial member or a representative of a financial member, shall have one vote and on a poll or ballot every financial member who is present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

(h)

**PROXY INSTRUMENT**

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(i)

**FORM OF PROXY**

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**The Paint Horse Association of Australia Limited**

I,..... of .....  
being a member of the abovementioned Association, hereby appoint .....  
of ..... or failing him .....  
..... of ..... as my proxy  
to vote for me on my behalf at the (Annual or Extraordinary as the case may be) General  
Meeting of the Association to be held on the ..... day of ..... 20..... and  
at any adjournment thereof.

Signed this ..... day of ..... 20.....

This form to be used in favour of the resolution numbered .....

This form to be used against the resolution numbered .....

.....  
Signature Membership Number

Unless otherwise provided above the person appointed as a proxy may vote as he deems fit.

(j) **DEPOSIT OF PROXY**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, or at such other place within Australia as is specified for that purpose in the notice convening the meeting, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

(k) **PROXY VOTE**

A vote given in accordance with the terms of an instrument of a proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind, or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

(l) **VOTING**

Except as otherwise specified in these Articles voting at all meetings shall be by a show of hands or if demanded by any three (3) members either by actual division or by secret ballot.

(m) **RULES FOR DEBATE**

The following rules of debates shall apply:-

- (i) Members shall stand while speaking, and shall address the Chair. During that time a member is speaking all other members shall remain seated. When the Chairman rises to speak no one shall continue standing nor anyone rise until the Chair has been resumed.
- (ii) No member shall speak except to a motion before the Chair.
- (iii) No member shall speak for more than five minutes on any motion but, with the consent of the Chairman of the meeting, may continue to speak for a further period not exceeding five minutes but no member except the mover of the motion shall speak more than once on any one motion.
- (iv) The mover and seconder shall address the meeting after, and not before, the motion is seconded but with the consent of the Chairman the mover may address the meeting before his motion is seconded.
- (v) A member who formally seconds a motion or amendment without making a speech may speak in support at a subsequent stage of the debate.
- (vi) The mover of an original motion but not of an amendment (unless it becomes the motion) shall have a general right of reply and after his reply no further discussion shall be allowed. When exercising his right of reply the mover shall not introduce therein any new matter but shall confine himself strictly to answering arguments against the motion.
- (vii) Any member may address to the Chair a question upon the matter before the meeting.
- (viii) Any member, upon request by Chairman, may reply to the question.
- (ix) Any member during the debate may raise a point of order when the member speaking shall sit down until the point of order has been decided. The member rising to order shall state concisely the point of order and the Chairman without further discussion shall give his ruling.
- (x) It shall be competent for any member to move a motion of dissent from the Chairman's ruling. The mover of the motion of dissent shall concisely state his point. The seconder and the Chairman only shall speak to the motion.
- (xi) The speaker shall not digress from the subject under discussion and imputations of improper motives and all personal reflections on members shall be deemed disorderly.
- (xii) No member shall interrupt another while speaking except on a point of Order.
- (xiii) At any time during the debate any member may, without notice, move "That the question be now put" and such motion being duly seconded shall then be put without debate. If carried, the question shall be put to vote. If lost the debate shall proceed.
- (xiv) At any time after a motion has been moved and seconded any member may move an amendment thereto which shall not be discussed until it has been seconded.
- (xv) Any speaker shall have the right to indicate his intention to propose a further amendment to the subject under discussion.

- (xvi) No second amendment shall be taken into consideration until the previous amendment has been disposed of.
- (xvii) The Chairman shall put the amendment to the meeting first and, if carried, it shall be deemed to have quashed the original motion and for all purposes of discussion the amendment so carried shall be acted upon as the original motion. When the amendment has been decided a further amendment may be moved which, if carried, shall in turn supersede the motion. If there be no amendment the original motion shall be put after the mover has replied.
- (xviii) The Chairman shall refuse to receive any amendment which is a direct negative or which does not preserve the substance of the original motion.
- (xix) When two speakers have spoken in favour of a motion under discussion there shall not be any further discussion unless the next speaker speaks to the contrary.
- (xx) No resolution passed at any meeting of the Association shall be rescinded or amended at any subsequent meeting of the Association unless notice of such intended rescission or amendment is given in the notice convening the meeting at which such rescission or amendment is proposed.

#### **COMPANY SECRETARY**

43. The Board shall appoint a Company Secretary for such term and upon such conditions as determined from time to time by the Board. He shall hold office at the pleasure of the Board and shall perform all such duties as the Board may from time to time direct. He shall be entitled to vote at Board Meetings. He shall be subject to the provisions of Clause 3 of the Memorandum of Association.

#### **COMPLAINTS**

44. If any member wishes to make any complaint he shall make such complaint in writing signed by him to the Company Secretary who, if he shall be unable to deal with any such complaint, shall submit it to the Board whose decision thereon shall be final unless varied or reversed on motion made clear under these Articles at an Annual General Meeting of the Association.

#### **ACCOUNTS AND FUNDS**

45. (a) The Board shall cause true accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and of the assets and liabilities of the Association.
- (b) The Books of Account shall be kept at the office of the Association or at such other place or places as the Board thinks fit.
- (c) The Board shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection by the members and no member or any other person shall have the right to inspect any account, book or documents of the Association except as conferred by statute or by Clause 7 of the Memorandum of Association or as authorised by the Board or by the Association in General Meeting. However, the books and accounts shall at all times be open to inspection by the members of the Board and Auditor.
- (d) All monies of the Association, unless otherwise authorised by the Board, shall lodge in the name of the Association with the Association's bankers for the time being.
- (e) All accounts due by the Association shall be paid by cheque to be signed by the Company Secretary and/or the President and/or Vice President or by such other person authorised by the Board.

- (f) A receipt on the Association's printed form shall be issued by the Company Secretary for all monies received on behalf of the Association.
- (g) All accounts must be passed for payment by the Board or in so far as authority has been delegated to such person or persons so delegated.
- (h) The Company Secretary shall submit to the Board every two months, unless otherwise instructed, a statement of receipts and expenditure and outstanding accounts.
- (i) The Annual Financial Statements and Balance Sheet before being presented to the Annual General Meeting shall be reviewed in accordance with Section 301 (3) of the Corporations Act 2001.
- (j) The Annual Financial Statements shall be so presented as to show separately the results of each activity or undertaking of the Association.

#### **REVIEW**

- 46. (a) The Annual General Meeting of the Association each year shall elect an Auditor to hold office until the next Annual Meeting. The retiring Auditor shall be eligible for re-election.
- (b) No member of the Board is eligible for election as Auditor.
- (c) No person shall be competent to be elected to act as Auditor who is or becomes indebted to the Association. If any person, after being elected Auditor shall become indebted to the Association his office shall thereupon be vacated.
- (d) The Board may appoint any person to fill any casual vacancy in the office of Auditor until next Annual General Meeting.
- (e) The Auditor shall have a right to access at all times to the books, accounts and vouchers of the Association and shall be entitled to require from the Board and officers such information and explanation as may be necessary for the performance of his duties.

#### **SEAL**

- 47. The Board shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board and in the presence of the President or of some person to be appointed by the President who shall sign every instrument to which the seal is affixed and every such instrument shall be countersigned by the Company Secretary or some other person appointed by the President.

#### **CHANGES TO ARTICLES**

- 48. These Articles may be altered, rescinded or repealed and new Articles may be made in manner prescribed by special resolution under the law provided that the quorum at meetings held for this purpose shall be ten (10) members and, provided further that, no Articles shall be altered, rescinded or repealed or new Articles made except by a three quarters majority of those present and voting at a General Meeting and including votes lodged by proxy.

#### **INDEMNITY**

- 49. Every member of the Board, Auditor, Company Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

## **CONTRACTS**

50. The Board may on behalf of the Association enter into contracts to purchase or take up freehold land or enter into any lease or contract deemed necessary to protect or further the interest of the Association subject to confirmation by a General Meeting which the Board shall cause to be held as soon as possible for the purpose of securing such confirmation.

## **CONTROL OF COMPETITIONS**

51. At any practice or competition conducted by the Association the members of the Board then present shall have the authority of the full Board for the conduct of that day's practice or competition subject to the Board's right to appoint a special standing committee to control any particular competition.

## **PROFITS**

52. (a) It is hereby expressly declared that the Association is not carried on for profit and any income of the Association shall be applied in promotion of its objectives as set out in the Memorandum and these Articles of Association and dividends shall not be paid to nor shall profits to income or property of the Association be distributed amongst the members otherwise than by way of prizes and trophies offered for competitions and won in such competition held in furtherance of the said objects or in repayment of debts or liabilities incurred to any member for the benefit of the Association and in furtherance of such objects.
- (b) If at any General Meeting a resolution for the winding up or dissolution of the Association shall be passed by a majority of the members present and voting and such resolution shall at a special General Meeting held not less than one (1) month thereafter be confirmed by a resolution passed by a majority of three quarters of the members present and voting thereon or if the Association be otherwise wound up or dissolved in accordance with any provision of the Law or other legislative authority or enactment, the Board shall thereupon or at such future date as shall be specified in such resolution proceed to realise the property of the Association at the best prices obtainable in its opinion whether by public auction or private treaty and discharge all the debts and liabilities of the Association to the extent to which such monies are available. If after the discharge of all such debts and liabilities there remains any money or property whatsoever the same shall not be paid or distributed amongst the members of the Association but shall be given or transferred to such other Association, club or institution having objects similar to the objects of the Association and which shall prohibit the distribution of its or their dividends, profits, income or property amongst its or their members to an extent at least as great as is imposed on the Association by virtue of its Memorandum and Articles of Association or to such charitable object or objects as the members of the Association may at or prior to the time of dissolution or winding up determine and in default of any such determination or if any other such association, club or institution be not readily available a Judge of the Supreme Court of New South Wales may decide. If the debts or liabilities of the Association exceed the proceeds of such realisation such deficiency shall to the extent of the monies available be met by an equal levy of such amount as may be required not exceeding \$20.00 on all members financial at the date of such winding up or dissolution together with all members who during the twelve (12) months preceding that date have either resigned or left their subscriptions unpaid.

## **PROTECTION TO PERSONS WHO HAVE ADVANCED MONEY**

53. In order to protect those members or other persons who have advanced monies to the unincorporated association for various purposes for its activities, the amounts of money necessary from time to time to pay the interest on such advances as it falls due and to provide a fund for the repayment within the two (2) years from the making of any such advances shall be a first charge on all revenues of the Association after payment of the charges and expenses incurred in wages, in conducting any type of competition and in reasonable necessary upkeep of the Association's property, and no expenditure of the Association's monies shall be made for further extension of or additions to the present assets or property owned or used by the Association prior to the payment of interest as it falls due and the establishment and maintenance of such a fund at a reasonable rate of growth with the consent in writing

of all the aforesaid members or other persons of their representatives until such principal monies and interest have been paid in full.

Provided further that the Board shall not permit any other association or club to have the use of the said assets or property or any part thereof belonging to the said unincorporated association for the purpose of conducting the meeting of any other association or club except upon the condition that each such association or club shall indemnify the Association against any damage howsoever caused to the said assets or property during such use and pay to the Association a sum of money at least equal to the average of the amounts by which the income of the Association derived from the twelve (12) meetings (not being mere practice competitions) held by the Association or the unincorporated association or partly by one and the other prior to such use exceeds the charges and expenses incurred in conducting such twelve (12) meetings.

Provided further notwithstanding anything herein before contained the Association may make any alteration or additions to the assets or property owned or used by it at any time by the use of money subscribed for any such purpose by way of gift or in any other exceptional way that does not entail any obligation or liability to repay such money either at any time or before the whole of the principal monies and interest mentioned in the first paragraph of this Articles have been repaid.

#### **WINDING UP**

54. The provision of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these regulations.

#### **MISCELLANEOUS**

55. The Association shall keep a record of all Paint Horses and other appropriate horses registered with the Association which record shall be under the control of the Board.
56. The requirements for registration shall be determined by the Board from time to time.
57. The Board shall have printed its requirements for registration and shall make same available to any person who desires to register a Paint Horse with the Association upon that person paying to the Association such fee as the Board shall from time to time prescribe.
58. The applicant for registration of a Paint Horse when notified that his horse has been accepted for registration shall before the certificate of registration issues to him become or be a financial member of the Association.
59. The certificate of registration shall be signed by the Company Secretary or some other person appointed by the Company Secretary and shall bear the seal of the Association. The certificate of registration shall be signed a copy of which shall be entered into the register book and the other copy of which shall be placed in a separate register book to be kept by the Company Secretary.

Helen Rose Margaret COOK  
Frederick Lewis BURTON  
Helen Cynthia ANNING  
Leonard Noel CLEGG

#### **M – Signature**

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DATED this 17<sup>th</sup> day of July 1986