

**RULES OF THE
ALBANY EQUESTRIAN CENTRE
ASSOCIATION INC

("CONSTITUTION")**

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

1. PRELIMINARY

1.1 Name of Association

The name of the Association is:

ALBANY EQUESTRIAN CENTRE ASSOCIATION INCORPORATED

1.2 Objects of Association

The objects and purposes of the Association are:

- (a) To foster pride of ownership, involvement and interest of user groups,
- (b) To create a management system that will encourage participation and planning and facilitate development,
- (c) To encourage maximum utilization of existing facilities by user groups and ground users,
- (d) To co-operate with the user groups in providing facilities.

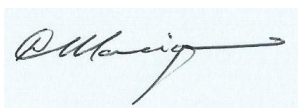
1.3 Quorum for Committee Meetings

At all management committee meetings, 50% of eligible committee members shall constitute a quorum for the conduct of the business at that management committee meeting.

1.4 Quorum for General Meetings

Fifteen (15) members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

1.5 Financial Year

(a) The Association's Financial Year, will be the period of 12 months commencing on 1st January and ending on 31st December of each year.

(b) The first Financial Year of the Association shall be the period ending on the next 31st December following incorporation.

2. POWERS OF THE ASSOCIATION

2.1 Powers of the Association

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

3. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

4. AFFILIATED CLUBS

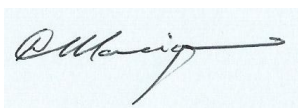
4.1 Definition

Affiliated Clubs shall comprise incorporated not-for-profit, community sporting organisations operating in pursuit of an equine related discipline, and holding a current public liability insurance.

4.2 Affiliated club criteria

In order to remain or to become an Albany Equestrian Centre Affiliated Club, the Club must meet the following criteria:

- (a) It shall be an incorporated not-for-profit, community sporting organisations operating in pursuit of an equine related discipline;
- (b) It shall hold a current public liability insurance policy;
- (c) It shall affiliated with its relevant peak body;
- (d) It shall have not less than 15 registered members, based on an ongoing 3-year membership average;
- (e) It shall be a regular user of Albany Equestrian Centre grounds and facilities for the conduct of clinics, Club events, and/or competitions.



4.3 Affiliation Process

- (a) To become affiliated with the Albany Equestrian Centre Association, a Club shall present its request in writing to the Albany Equestrian Centre Management Committee, which, subject to the above criteria being satisfied, shall recommend to either accept or reject the proposal.
- (b) Where an Affiliated Club is not represented at such meeting of the Albany Equestrian Centre Management Committee, it shall be deemed that such affiliated Club has forfeited its vote on the proposal.
- (c) Where the Albany Equestrian Centre Management Committee recommends the proposal be accepted, such proposal shall be referred to the next Annual General Meeting or Special General Meeting called for that purpose, for endorsement.

4.4 Cessation of Affiliation

- (a) To cease affiliation with Albany Equestrian Centre, an affiliated club shall provide 30 days written notice to the Albany Equestrian Centre Management Committee
- (b) Where an affiliated club fails to maintain the affiliated club criteria, its affiliation with the Albany Equestrian Centre shall cease immediately.

5. BECOMING A MEMBER


5.1 Minimum Number of Members

The Association must have at least six Members with full voting rights.

5.2 Qualifications for Membership

- (a) Membership of the Association is open to-
 - (i) Full Membership – all registered members of affiliated clubs are automatically members of the Albany Equestrian Centre with full representative and voting rights;
 - (ii) 'Friends of the Albany Equestrian Centre' - on completion of the Application for Membership form and payment of the annual fee those riders who wish to be involved with the Albany Equestrian Centre, but do not wish to belong to an affiliated club, may become a Friend of the Albany Equestrian Centre. This type of membership does not hold full representative or voting rights, with the exception of the Annual General Meeting and Special General Meetings.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

(iii) 'Casual Members' – to allow day memberships of the Albany Equestrian Centre. This type of membership does not hold full representative or voting rights.

(b) Membership of the Association does not extend to a Body Corporate.

5.3 Recording Membership in the Register

The Association must enter a person's name in the register within 28 days after:

- (a) Notification by an affiliated club of that person's full membership of that affiliated club; or
- (b) A person becoming a member of the 'Friends of the Albany Equestrian Centre'.
- (c) A 'Casual Member' is not entered in the register.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

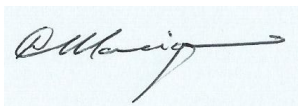
6.1 Classes of Members

- (a) The membership of the Association consists of:
 - (i) Full Members;
 - (ii) 'Friends of the Albany Equestrian Centre';
 - (iii) Casual members.
- (b) The maximum number of Full Members is unlimited unless the Association in General Meeting decides otherwise.

6.2 Membership Voting Rights of Members

- (a) Each Full Member of the Association has full representative and voting rights with one vote at a General Meeting of the Association.
- (b) Each 'Friend of the Albany Equestrian Centre' Member of the Association does not hold full representative or voting rights at committee meetings, with the exception of at the Annual General Meeting and Special General Meetings, where all members have a single vote.
- (c) Each Casual Member of the Association does not hold full representative or voting rights.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

6.3 Voting by Body Corporate

- (a) Membership does not extend to a Body Corporate, and no voting rights ensue.

6.4 Liability of Members

- (a) A Member is only liable for their outstanding membership fees payable under Rules 9(a) and 9(b), if any.
- (b) Subject to rule 6.4(a), a Member is not liable, by reason of the person's Membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

6.5 Payment to Members

- (a) Subject to rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
 - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.

6.6 Membership Entitlements not Transferable

- (a) A right, privilege or obligation that a person has because he or she is a Member of the Association:
 - (i) is not capable of being transferred to any other person; and
 - (ii) ends when the person's membership ceases.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

7. CEASING TO BE A MEMBER

7.1 Ending Membership

Membership of the Association may be terminated upon-

- (a) receipt by the Association of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription 30 days of the membership being effected, unless the Committee decides otherwise; or
- (c) expulsion of a member.

7.2 Suspending or Expelling Members

If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to above.

7.3 Right of Appeal of against Suspension or Expulsion

- (a) At that Committee meeting, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member, and such suspension or expulsion takes effect 14 days after such communication.
- (b) A member who is so suspended or so expelled may, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention



- (c) The Association in a Special General meeting convened for that purpose, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the Special General meeting; and
- (d) The member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed at this special general meeting, which such suspension or expulsion taking effect immediately.

8. MEMBERSHIP REGISTER

8.1 Register of Members

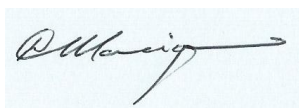
- (a) The Association shall keep and maintain in an up to date condition a register of the members of the Association and their postal or residential addresses and, The Register must contain:
 - (i) the full name of each Member;
 - (ii) a contact postal, residential or email address of each Member; and
 - (iii) the class of membership held by the Member.
- (b) A The register must be so kept and maintained at such place as the Management Committee of the Association decides.
- (c) The name of a person who dies or who ceases to be a member shall be deleted from the Register of Members.

8.2 Inspecting the Register

Upon the request of a member, the Association shall make the register available for the inspection of the member and the member shall have no right to remove the register for that purpose.

9. MEMBERSHIP FEES AND SUBSCRIPTIONS

- (a) All registered members of affiliated clubs are automatically full members of the Albany Equestrian Centre and are not required to pay an additional membership fee.
- (b) On or before 31 December in the year preceding the year to which it shall be applicable, the Albany Equestrian Management Committee shall:



- (i) **Membership Fees** - Determine the annual membership fee for 'Friends of the Albany Equestrian Centre' and the Casual Membership fee.
- (ii) **Affiliated Club Levies** - Determine the annual levy fee for affiliated clubs which are required to pay an annual levy to the Albany Equestrian Centre based on membership of that affiliated club charged on a per person or per family basis.
- (iii) **All Other Fees and Charges** - Determine all other fees and charges for the use of the facilities under the control of the Albany Equestrian Centre.

10. POWERS AND COMPOSITION OF THE COMMITTEE

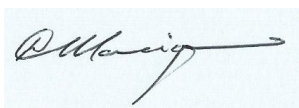
10.1 Powers of the Committee

- (a) The affairs of the Association shall be managed by the Albany Equestrian Centre Management Committee.
- (b) Subject to the Act, these Rules and any lawful resolution passed by the Association in General Meeting, the Albany Equestrian Centre Management Committee:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Association, including the power to make Policies on behalf of the Association.

10.2 Committee Members

- (a) The Management Committee shall comprise of the Office Bearers and delegates from each affiliated club.
 - (i) **Office Bearers**, elected at the Annual General Meeting, comprising:
 - President;
 - Vice President;
 - Secretary;
 - Treasurer.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (ii) **Affiliated Club Delegates** - Each affiliated club shall be entitled to nominate two delegates as members of the Committee, and a deputy to act in the absence of a nominated representative.
- (b) Any member of the AEC may attend Committee meetings as an observer.
- (c) A Committee Member must be:
 - (i) a natural person;
 - (ii) over 18 years in age; and
 - (iii) a full member of the Albany Equestrian Centre
- (d) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;
 - (iv) unless the person has obtained the consent of the Commissioner.
- (e) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

11. ROLES AND RESPONSIBILITIES OF COMMITTEE MEMBERS


11.1 Obligations of the Committee

- (a) The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

11.2 Responsibilities of Committee Members

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
- (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Committee Member or former Committee member must not improperly use his or her position to:
- (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 11.2 (e) does not apply in respect of a material personal interest that:
- (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Committee Member under Rule 11.2(e) or Rule 11.3, in the minutes of the Committee Meeting at which the disclosure is made.
- (h) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

11.3 Financial Interests

- (a) A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (ii) not take part in any deliberations or decision of the Committee with respect to that contract.
- (b) Every disclosure made by a member of the Committee is to be recorded in the minutes of the meeting of the Committee at which it is made.

11.4 President/Vice President

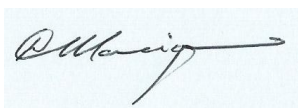
- (a) Subject to this Rule, the President shall preside at all general meetings and Committee meetings.
- (b) In the event of the absence from a general meeting or Committee meeting, of-
- (i) the President, the Vice-President; or
 - (ii) both the President and the Vice-President, a member elected by the other members present at the meeting,
- shall preside at the general meeting.
- (c) The President must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct.

11.5 Secretary

The Secretary shall-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Unless determined otherwise by the Committee:
 - (i) Keep and maintain the Register of Members;

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

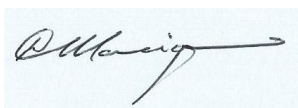
- (ii) Keep and maintain in an up to date condition the rules of the Association and, upon the request of a member of the Association, make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
- (iii) 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 Committee and persons who are authorised to use the Common Seal of the Association; and
- (iv) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
- (v) 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;
- (vi) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) above, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- (vii) perform such other duties as are imposed by these rules on the Secretary.

11.6 Treasurer

The Treasurer shall-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

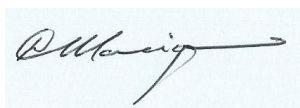
- (d) comply on behalf of the Association with the Act with respect to the accounting records of the Association by-keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association by:;
 - (i) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iii) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
 - (iv) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction
 - (v) 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
 - (vi) perform such other duties as are imposed by these rules on the Treasurer.

11.7 Record of Office Holders

The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.

11.8 Inspecting the Record of Office Holders

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.



12. APPOINTING COMMITTEE MEMBERS

12.1 Appointment to the Committee

The Management Committee shall comprise of the Office Bearers and delegates from each affiliated club.

- (a) **Office Bearers**, elected at the Annual General Meeting, comprising:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer.
- (b) **Affiliated Club Delegates** - Each affiliated club shall be entitled to nominate two delegates as members of the Committee, and a deputy to act in the absence of a nominated representative.

12.2 Term of Office of Committee Members


The term of office for all Management Committee members shall be 12-months or up to the next annual general meeting.

13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

13.1 Vacant Positions on the Committee

- (a) A casual vacancy occurs in the office of a Committee member if the Committee member -
 - (i) dies;
 - (ii) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President;
 - (iii) is convicted of an offence under the Act;
 - (iv) is permanently incapacitated by mental or physical ill-health;
 - (v) is absent from than-
 - 1) 3 consecutive Committee meetings; or

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- 2) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; or

(vi) ceases to be a member of the Association.

- (b) In the event of a **vacancy occurring** in the position of an Office Bearer of the Committee, the remaining committee members shall elect a replacement from among the remaining members of the Committee.
- (c) Upon a Delegate succeeding to the position of an Office Bearer, the affiliated Club which the Delegate represents may nominate another Delegate to replace the Delegate elected to such an office.
- (d) In the event of a **vacancy occurring** in the position of a affiliated club delegate member, the affiliated club may nominate a replacement delegate for the remainder of the term effectively immediately.

13.2 Resigning from the Committee

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the President.
- (b) The Committee Member resigns:
 - (i) at the time the notice is received by the Secretary or President, or
 - (ii) if a later time is stated in the notice, at the later time.

13.3 Removal from Committee

- (a) A Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- (c) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Committee.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

14. MANAGEMENT COMMITTEE MEETINGS**14.1 Meetings of the Management Committee**


- (a) Meetings of the Committee shall be held monthly, unless determined otherwise by the Committee.
- (b) Seven days prior notice shall be given to all delegates of such meetings.
- (c) Such notice shall specify:
 - (i) when and where the Committee meeting is to be held; and
 - (ii) particulars of the business to be transacted at the Committee meeting concerned and the order in which that business is to be transacted.

14.2 Chairing at Committee Meetings

- (a) The President or, in the President's absence, the Vice-President is to preside as President of each Committee Meeting.
- (b) If the President and the Vice-President are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as President at the Committee Meeting.

14.3 Procedure of the Committee Meeting

- (a) The quorum for a Committee Meeting is specified at clause 1.3. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to a time, day and place determined by the Committee Members present.
- (c) If at a meeting adjourned under rule 14.3(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- (d) Committee Meetings may take place:
 - (i) where the Committee Members are physically present together; or
 - (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of



the Member in the Committee Meeting must be made known to all other Members.

- (e) A Committee Member who participates in a meeting:
 - (i) is deemed to be present at the Committee Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,
 - (iii) until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.
- (g) All Committee Members have the right to attend and vote at Committee Meetings.
- (h) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.

14.4 Voting at Committee Meetings

- (a) Voting on any matter presented to the committee shall be limited to two votes from each affiliated club.
- (b) Subject to the limitation above, and with the exception of the president, each committee member has a deliberative vote.
- (c) The President shall not have a deliberate vote but in the event of equal voting the president shall exercise a casting vote.

14.5 Minutes of Management Committee Meetings

- (a) The Secretary must ensure proper minutes of all proceedings of all Management Committee meetings are taken and distributed within 14 days after the holding of each Management Committee meeting, to all members of the Management Committee.
- (b) Minutes of each Management Committee meeting shall be submitted to the next following Management Committee meeting for confirmation, subject to any amendments, by the Management Committee.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (c) Following confirmation the Minutes of the Management Committee meeting are to be signed by the President and thereupon inserted into a minute book kept for that purpose.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (i) the Management Committee meeting to which they relate was duly convened and held; and
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

14.6 Acts not Affected by Defects or Disqualifications

- (a) Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:
 - (i) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
 - (ii) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

15. REMUNERATION OF COMMITTEE MEMBERS

Committee Members shall not receive any remuneration for their services as Committee Members

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- (a) The Management Committee may appoint one or more sub-committees as considered appropriate by the Management Committee from time to time to assist with the conduct of the Association's operations.
- (b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.



16.2 Delegation by Committee to Sub-Committee

- (a) The Management Committee may not delegate any authority, power or function to any such Sub-Committee and may cancel such Sub-Committee, as the Management Committee sees fit from time to time.

16.3 Delegation to Subsidiary Offices

- (a) The Management Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Management Committee may not delegate to any person holding a subsidiary office any authority, power or functions and may cancel such subsidiary office, as the Management Committee sees fit from time to time.

17. GENERAL MEETINGS**17.1 Procedure for General Meetings**

- (a) General Meetings may take place where the Members are physically present together and continue to be present at the meeting for the purposes of establishing a quorum, until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

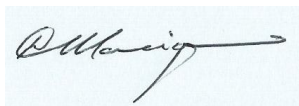
17.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in rule 1.4.
- (b) If within 30 minutes after the time specified for the holding of a general meeting in the notice given, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue, or to time and venue as agreed by those present at the meeting.
- (c) If within 30 minutes of the time appointed for the resumption of an adjourned general meeting, a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.

17.3 Notice of General Meetings and Motions**(a) Annual General Meetings**

- (i) The Annual General Meeting for the election of Office Bearers for the next twelve months shall be held each calendar year within 6 months after the end of the Association's Financial Year

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (ii) Not less than 21 days prior notice of an annual general meeting shall be given to all members.
- (iii) Such notice shall specify:
 - 1) when and where the annual general meeting is to be held;
 - 2) the particulars and order in which business is to be transacted, as follows-
 - 3) Confirmation of the minutes of the previous Annual General meeting;
 - 4) President's Report;
 - 5) Treasurer's Report;
 - 6) Acceptance of the audited financial statements for the previous year;
 - 7) Election of Office Bearers for the ensuing twelve months, or up to the next Annual General meeting, whichever happens sooner;
 - 8) Appointment of Auditor; and
 - 9) Any other business requiring consideration by the Association at the general meeting as detailed in the notice.
- (iv) 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.
- (v) The notice convening a General or Special Meeting or any notice of motion must be issued in the manner prescribed by rule 28.2.

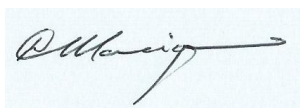
(b) Special General Meetings

- (i) The Association may from time to time convene a special general meeting.
- (ii) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

17.4 Presiding Member

- (a) Subject to this rule, the President shall preside at all general meetings.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (b) In the event of the absence from a general meeting, of-
- (i) the President, the Vice-President; or
 - (ii) both the President and the Vice-President, a member elected by the other members present at the meeting,
- shall preside at the general meeting.

17.5 Adjournment of General Meetings

- (a) 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.
- (b) 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.
- (c) When a general meeting is adjourned for a period of 14 days or more, the Secretary must give fresh notice of the meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meeting

- (a) The Management Committee may at any time convene a Special General Meeting of the Association.
- (b) The Secretary must convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

18.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request and
- (c) be lodged with the Secretary.

18.3 Failure to Convene Special General Meeting

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days period, the Members who made the request; may convene a Special



General Meeting within 3 months after the original request was lodged as if the Members were the Management Committee.

18.4 Notice of Special Meeting

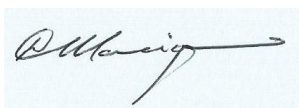
- (a) Notice of a special general meeting shall be given to all members.
- (b) Such notice shall specify:
 - (i) when and where the special general meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the special general meeting concerned and the order in which that business is to be transacted.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given
- (b) A Special Resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) amend the Rules of the Association;
 - (iii) affiliate the Association with another body;
 - (iv) transfer the incorporation of the Association;
 - (v) amalgamate the Association with one or more other incorporated associations;
 - (vi) voluntarily wind up the association;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (iv) set out the wording of the proposed Special Resolution; and
- (v) be given in accordance with rule 29.2.
- (d) If notice is not given in accordance with rule 19.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

19.3 Voting at meetings

- (a) Subject to these rules, and with the exception of a motion proposed in relation to an amendment to the rules of the Association, each member present in person, except for Casual Members, is entitled to a deliberative vote, except for the President who shall exercise a casting vote in the event of an equality of voting
- (b) All motions shall be duly moved and seconded and shall be determined by a majority of votes cast on a show of hands, subject to sub-rule (c); and
- (c) A declaration by the President of a general meeting that a motion has been carried as by the meeting shall be evidence of that fact unless, during the general meeting at which the motion is submitted, a division is requested as follows:
- (d) a division may be requested by the President or by three or more members present in person, if where so requested, shall be taken in such manner as the President directs. Such division shall be taken immediately following such request.
- (e) Only in person voting is permitted

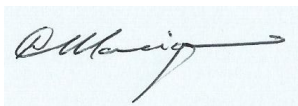
19.4 Proxies

- (a) Only in person voting is permitted.

19.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Division is demanded, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the President of the General Meeting that the resolution has been:

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, the declaration should state that a Special Resolution has been determined.
- (c) The declaration must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.6 Division at General Meetings

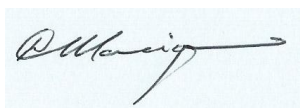
- (a) At a General Meeting, a Division on any question may be demanded by either:
- (i) the President of the meeting; or
 - (ii) at least three Members present.
- (b) If a Division is demanded at a General Meeting, the Division must be taken in a manner as the President of the meeting directs and a declaration by the President of the result of the Division is evidence of the matter so declared.
- (c) If a Division is demanded at a General Meeting, the Division must be taken:
- (i) immediately in the case of a Division which relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a Division which relates to adjourning the meeting; or
 - (iii) in any other case, in the manner and time before the close of the meeting as the President directs.

20. MINUTES OF MEETINGS

20.1 Minutes of Meetings

- (a) The Secretary must ensure proper minutes of all proceedings of all General meetings are taken and distributed within 14 days after the holding of each General meeting, to all members of the Association.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (b) Minutes of each General meeting shall be submitted to the next following General meeting for confirmation, subject to any amendments, by the meeting.
- (c) Following confirmation the Minutes of the General meeting are to be signed by the President and thereupon inserted into a minute book kept for that purpose.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (i) the General meeting to which they relate was duly convened and held; and
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by . any two Committee Members appointed by the Management Committee for that purpose
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

21.2 Source of Association Funds

- (a) The funds of the Association may be derived from entrance fees and annual membership fees, subscriptions and levies, donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Association must, as soon as practicable, deposit all money received by the Association, to the credit of the Association's bank account, without deduction.

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

21.3 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Statements and Financial Reports

- (a) For each financial year, the Association must ensure that the requirements of the Act are met.
- (b) Without limiting the above, those requirements include—
 - (i) the preparation of the Financial Statements;
 - (ii) if required, the review or auditing of the Financial Statements;
 - (iii) the presentation of the Financial Statements to the annual general meeting of the Association and a copy of the auditor's report; and
 - (iv) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

21.5 Review or Audit of Financial Statements or Financial Report

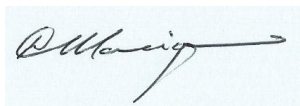
- (a) The Association must ensure that an annual review or audit is undertaken of the Financial Statements or Financial Report of the Association

22. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association is at Rule 1.5.

23. RULES OF THE ASSOCIATION**23.1 Rules of the Association**

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.



- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member
- (c) The Association must keep a current copy of the Rules.

23.2 Amendment of Rules, Name and Objects

- (a) The Rules of the Association of the association shall not be altered, added to or rescinded, except at the Annual General Meeting or Special General Meeting called for that purpose.
- (b) The notice convening the general meeting at which such proposal is to be discussed shall state briefly the nature of the proposed alteration, addition or rescission.
- (c) At least 30 days written notice of the proposed alteration, addition or rescission shall be provided to the affiliated clubs, prior to the date of general meeting.
- (d) Any such proposal for the change must receive the votes of at least seventy-five per cent of the total number of affiliated clubs present.
- (e) Each affiliated club shall be entitled to one vote.
- (f) Such vote when cast shall be either 'yes' in favour of the change, or 'no' not in favour of the change.
- (g) The vote of each affiliated club is to be exercised by a member of the affiliated club, authorised in writing by the affiliated club to vote on its behalf in respect of the matter.
- (h) Should the affiliated club not authorise a member in writing to vote on its behalf, the president of the affiliated club shall vote on behalf of the affiliated club in respect of the matter.
- (i) Should neither the authorised member of the affiliated club nor its president be present to vote on behalf of the affiliated club on the matter, the vote of that affiliated club shall be deemed to be forfeited on this matter.
- (j) The Association may alter or rescind these rules, or make new rules, in accordance with the Act

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

24. POLICIES OF THE ASSOCIATION

- (a) The Albany Equestrian Centre Management Committee may make, amend and repeal Policies for the management of the Association provided that the policies are not inconsistent with the Rules or the Act.
- (b) These policies do not form part of these Rules

25. AUTHORITY REQUIRED TO BIND ASSOCIATION**25.1 Executing Documents**

- (a) The Association may execute a document without using the Common Seal if the document is signed by any two of the President, Vice President, Secretary or Treasurer.

25.2 Use of the Common Seal

- (a) The Association shall have a Common Seal on which its corporate name appears in legible characters.
- (b) The Common Seal of the Association must not be used without the express authority of the committee and every use of that Common Seal must be recorded in the minutes
- (c) The affixing of the Common Seal of the Association must be witnessed by any two of the President, Vice President, Secretary or Treasurer.
- (d) The Common Seal of the Association must be kept in the custody of the Secretary or of such other person as the committee from time to time decides.

26. THE ASSOCIATION'S BOOKS AND RECORDS**26.1 Custody of the Books of the Association**

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

26.2 Inspecting the Books of the Association

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

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

- (b) The Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

26.3 Prohibition on Use of Information in the Books of the Association

- (a) A Member must not use or disclose information in the Books of the Association except for a purpose:
 - (i) that is directly connected with the affairs of the Association; or
 - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

26.4 Returning the Books of the Association

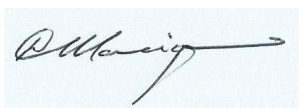
- (a) Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee within 14 days of ceasing to be a Committee Member.

27. RESOLVING DISPUTES AND MEDIATION

All disputes and mediation shall be determined in accordance with the Albany Equestrian Centre Disputes and Mediation Policy.

28. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) If upon the dissolution or winding up of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members, or former members, and shall be paid to or distributed equally among the affiliated clubs of the Association.
- (c) Insofar as effect cannot be given as detailed in (b) above, 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 at the Special General Meeting.

29. INTERPRETATION

29.1 Definitions

In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2015;

"Association" means the Association referred to in Rule 1;

"Books of the Association" has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

"Policies and Guidelines" are additional arrangements or processes adopted by the Albany Equestrian Centre Management Committee to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

"Commissioner" means the person designated as the "Commissioner" from time to time under the Act;

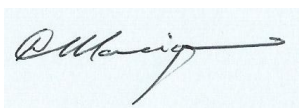
"Committee" means the Albany Equestrian Centre Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

"Division" means voting conducted in which the members favouring and opposing an issue are counted and only the numerical is recorded;

"Financial Records" has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

This is the annexure of 31 pages marked "A" referred to in the Change of Rules Form and adopted by the Albany Equestrian Centre Management Committee on 4 August 2016



President - Albany Equestrian Centre Association Inc

"Financial Report" has the meaning given to it in sections 62 and 63 of the Act;

"Financial Statements" has the meaning given to it in section 62 of the Act;

"Financial Year" has the meaning given to it in Rule 1.5;

"General Meeting" means a meeting of the Association which all Members are invited to attend;

"Member" means a person (excluding a body corporate) who becomes a Member of the Association in accordance with these Rules;

"Ordinary Resolution" means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

"Rules" mean these rules of the Association as amended from time to time;

"Special Resolution" has the meaning given by the Act and is a resolution of the Association passed in accordance with the Rules;

"Surplus Property" has the meaning given to it in the Act and means the property remaining when the association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include books pertaining to the management of the Association;

29.2 Notices

A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:

- (a) For any public notice given to a majority of Members under these Rules, it shall be sufficient for such notice to be published on the Association's website only;
- (b) For any notice given to a Member under these Rules of a private or personal nature, such notice must be sent to Member's email address as set out in the Register, unless an alternate method is stipulated by the member.

