



Shire Horse Society Australia Incorporated Constitution

Objectives:-The Objectives of the Society are:

To work together to promote and encourage the development of the Shire Horse Breed in Australia and to run The Australian Shire Horse Stud Book, in which are entered the names of all registered Shire Horses complying with the conditions for the time being applied by the Society.

Purpose:- The Purpose of the Society will be to:

- Maintain and promote an Annual Stud Book in which Shire Horses will be registered in accordance with the Rules of Registration as adopted by the Society.
- Maintain and promote grading registries for Shire Horses.
- Recognise the registration of Shire Horses entered into the stud books of Shire Horse Societies in other countries, in accordance with the Rules of Registration as adopted by the Society.
- Maintain and promote a Shire Sporthorse Registry to the second generation, and to encourage the use of Shire Sporthorses for all horse disciplines.
- Appoint a Stud Book Registrar who may or may not be a member of the Society or committee.
- Maintain and promote an assessment process for suitably qualified persons to be appointed to the Society's Official Panel of Judges and to keep Judges updated on the Breed Standard.
- Maintain and promote a Breed Standard for Shire Horses which preserves Shire breed features.
- Promote the exhibiting of Shire Horses in all Shire registries at shows in led classes where they are to be judged according to the Society's Breed Standard.
- Promote the versatile use of the Shire Horse in breed, riding, and harness classes, other horse sports and in leisure activities.
- Liaise with Show Societies and event organisers regarding all issues to do with Shire Horses and general heavy horse classes, events and demonstrations.
- For the purpose of the Society, to purchase, take on lease, hire or otherwise acquire for the Society houses, land, goods, chattels and effects and to sell, let and dispose of same.
- To do all such other lawful things as may be necessary for the attainment of the above objects or say of them.

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

secretary means:

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

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2 Membership

1. Membership qualifications

(1) A person is qualified to be an ordinary member of the Society if, but only if:

- (a) the person is a natural person; and
- (b) is a permanent resident of Australia; and
- (c) is the sole owner of a registered Shire Horse as recorded in the Society's Stud Book ('The Australian Shire Horse Stud Book') or
- (d) in the case of a Shire Horse with owners in partnership as recorded in The Society's Stud Book (The Australian Shire Horse Stud Book), one of the owners is entitled to be an ordinary member, or
- (e) otherwise, the person's total ownership share in horses with multiple ownership as recorded in the Society's Stud Book ('The Australian Shire Horse Stud Book') must equal 100% of a Shire, in order for that person to be entitled to be an ordinary member and
- (f) is over 18 years of age; and
- (g) has been approved for ordinary membership of the Society by the committee of the Society.

(2) A person is qualified to be an associate member of the Society if, but only if:

- (a) the person is a natural person; and

- (b) does not own a registered Shire Horse in the Society's stud book as per the qualifications for an ordinary member
 - (c) owns a registered Shire Horse on the Society's stud book but elects to be an associate member
 - (d) is under 18 years of age
 - (e) has been approved for associate membership of the Society by the committee of the Society
- (3) A person is qualified to be a day member of the Society for the purpose of attendance at a Society event:
- (a) the required paperwork must be completed and the required fee paid
 - (b) day membership only applies for the duration of the event
- (4) The committee may resolve that any natural person who has rendered outstanding distinguished service to the Society be appointed as a life member of the Society by resolution at an Annual General Meeting.

3 Application for membership

- (1) An application by a person for membership of the Society:
- (a) must be made in writing, including by email or other electronic means, in the form determined by the committee, and
 - (b) must be lodged, including by electronic means, with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, or to a delegated sub-committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
- (5) The Secretary shall keep a record of all members approved and refused membership.

4 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
- (a) dies, or

- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (3) within 60 days after the fee is due.

5 Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the Society:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least two days of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) The committee may refuse to allow a member to inspect or obtain copies of the register of members in certain circumstances, such as relating to confidential, personal, employment, commercial or legal matters, where giving access may be prejudicial to the interests of the Society.
- (6) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (7) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
 - (c) Information gained through this process must only be used in direct relation to the business of the Society and must not be transferred to any third party.
- (8) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member of the Society must, on admission to membership, pay to the Society a fee as determined by the committee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the Society an annual membership fee as determined by the committee on a renewal date determined by the committee.
- (3) A member ceases to be a member of the Society if the annual fee is not paid within 60 days after the due date.

9 Members' liabilities

- (1) The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member of the association if a member has:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.

- (c) has persistently and wilfully acted in a manner contrary to the Society's Code of Conduct.
- (3) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (4) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (5) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (6) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action.

Part 3 The committee

12 Powers of the committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
 - (a) is to control and manage the affairs of the association, and
 - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

13 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Society, and
 - (b) at least 2, and no more than 6, ordinary committee members, each of whom is to be elected at the annual general meeting of the Society under clause 14.
- (2) The office-bearers of the Society are as follows:
 - (a) the president,
 - (b) the vice-president,

- (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

14 Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Society or as committee members:
- (a) must be made in writing, in hard copy or electronic form, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Society at least 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) A person nominated as a candidate for election as an office-bearer or as a committee member of the Society must be an ordinary member of the Society and must not be an office holder or member of the committee of any other heavy horse association for the three months previous to the annual general meeting Notice being sent.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and their names are presented at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected and their names are presented at the annual general meeting.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (a) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs all appointments of office-bearers and members of the committee, and
- (7) Each member of the committee is, subject to these rules, to hold office for a period of two years, until the conclusion of the second annual general meeting following the date of the member's election, but is then eligible for re-election.
- (a) The President, Treasurer, and up to three ordinary members of the committee will be elected in 2015 and from then on, biennially, and the Vice President, Secretary and up to three ordinary members of the committee will be elected in 2016 and from then on, biennially.

15 Secretary

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

16 Treasurer

- (1) It is the duty of the treasurer of the Society to ensure:
 - (a) that all money due to the Society is collected and received and that all payments authorised by the association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the association.

17 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy.
 - (a) The member so appointed is to hold office, subject to this constitution, until the annual general meeting next, or biennially, following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 18, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

18 Removal of committee members

- (1) The Society in general meeting may by resolution of 75% of those present, remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19 Committee meetings and quorum

- (1) The committee must meet at least 2 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

20 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next or biennially, following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

21 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues, with due notice, using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22 Delegation by committee to sub-committee

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

23 Committee Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 19 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

24 Conflicts of Interest

- (1) In the event that any person, member of the executive, member of any sub-committee of the society or persons found to be directly or indirectly affiliated with the Society and having a direct or indirect interest in any present or anticipated contract, agreement arrangement or otherwise, that would be in the absolute discretion of the committee be deemed to be a conflict of interest, then notwithstanding anything else contained herein, the committee may by unanimous special resolution decide within their absolute discretion any measure deemed necessary to deal with any conflict of interests.
 - (a) Any decision made by the committee shall be final and binding and may only be amended by further special resolution.
- (2) It is the duty of committee members, and any members attending meetings, to disclose any conflicts.
- (3) A committee member has a direct interest in a matter being considered or about to be considered at a committee meeting, if the interest appears to raise a conflict with the proper performance of his or her duties in relation to the consideration of the matter.
- (4) The committee member must, as soon as possible after becoming aware of this interest, disclose the nature of the interest at a committee meeting.
- (5) The committee must deal with the any disclosure of interest as required by section 31 of the Act.
- (6) The committee member must not be present during the discussion to assess if there is a conflict.
- (7) If it is agreed that there is a conflict of interest, the committee member cannot be present during any discussion regarding the matter either at a committee meeting or outside the committee meeting.
- (8) The details of the interest must be recorded in the committee meeting minutes and in the Register of disclosed interests.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The Society must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting and which must be included in the notice of meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 51% of the total number of ordinary members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) The secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each ordinary member of the Society specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the secretary must cause notice to be given to each member 21 days before the date fixed for the holding of the meeting, specifying, in addition to the matter required under subclause (1), the intention to propose the motion as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any notice of motion before a general meeting may give notice in writing of that motion to the secretary who must include that motion in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

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

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the Society is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

- (1) A special resolution is a motion that is moved and included in the Notice of Meeting.
- (2) A change in the Society's name, objects or constitution may only be made by special resolution

- (3) A special resolution may only be passed by the Society in accordance with section 39 of the Act and requires a majority vote of 75% of members present.

34 Voting

- (1) Only ordinary members are eligible to vote at meetings: and
- (2) Each ordinary member is entitled to only one vote and may not duplicate under 'joint or partnerships'
- (4) To be eligible to vote, a member must be an ordinary member, and financial, on the date that the secretary gives notice of the meeting to each ordinary member.
- (3) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the association has been paid.
- (5) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

35 Proxy Votes

- (1) Each ordinary member is to be entitled to appoint another ordinary member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed, providing that their appointed ordinary member does not hold more than one proxy.
- (2) The secretary will send proxy forms to ordinary members on request.

36 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Society's members a reasonable opportunity to participate.
- (2) An ordinary member of an Society who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

37 Insurance

- (1) The association may effect and maintain insurance.

38 Funds - source

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

39 Funds - management

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

40 Society is non-profit

- (1) Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

41 Distribution of property on winding up of association

- (1) The Society may be wound up voluntarily if the Society so resolves by special resolution.
- (2) Subject to the Act and the Regulations, in a winding up of the Society, any surplus property of the Society is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (3) In this clause, a reference to the surplus property of the Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

42 Change of name, objects and constitution

- (1) After a special resolution to that effect has been passed, an application for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43 Custody of books etc

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the Society, in the custody of the public officer or a member of the Society (as the committee determines), or
 - (b) if the association has no premises, at the Society's official address, in the custody of the public officer.
- (2) The Financial statements presented at the annual general meeting in accordance with the Act, and all of the Society's records, must be kept on file for a minimum of 5 years.

44 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the Society.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

45 Service of notices

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

46 Financial year

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

47. Code of Conduct

- (1) All members of the Society should endeavour to abide by the Society's Code of Conduct.
- (2) **Code of Conduct for all members:**

- (a) Treat other members with respect, courtesy, honesty and fairness.
- (b) Members should not harass or bully other members.
- (c) Represent the Shire breed and the Society in a positive and constructive manner.

(3) Code for Office Holders, Committee Members, Judges and Sub-Committee Members.

- (a) Work with a spirit of co-operation together towards achieving the objectives and purpose of the Society as expressed in the constitution.
- (b) Take responsibility for contributing in a constructive and positive way to enhance good governance and the reputation of the committee and the Society.
- (c) Act impartially and ensure any conflict of interests that arise are declared and managed in the interests of the Society.
- (d) Refer any harassing or bullying contact, written or verbal, from any Society member or other person, to the committee and not respond personally.
- (e) Seek to promote good teamwork among members of the committee, members of any sub-committees, and within the Society membership.
- (f) Work with a spirit of co-operation, and work actively and wholeheartedly towards the Society goals.

