

RULES

of the

SHOW HORSE COUNCIL OF VICTORIA INC.

(A0042915B)

(as adopted on 31 July 2010)

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PRELIMINARY

1. Name

The name of the incorporated association is ‘Show Horse Council of Victoria Inc.’ (**the Association**).

2. Definitions

- (1) In these Rules, unless the contrary intention appears:

Affiliate Member is a member of the Association of the kind described in rule 9;

Continuing Member is an applicant for membership of the Association for the coming Financial Year who, at the time of the application, is a member of the Association;

Executive Committee has the meaning given in rule 28;

Financial Year means the year ending on 30 June;

Membership Fee means the amount determined by the Executive Committee in accordance with rule 12;

National Measuring Scheme means the National Saddle Horse Register and Measuring Scheme Regulations of the SHCA, as amended from time to time;

Officers of the Association means the members of the Executive Committee identified in rule 30(1);

Register of Members has the meaning given in rule 11;

Regulations means regulations under the Act;

Relevant Documents has the same meaning as in the Act;

Rules of the SHCA means the rules, regulations, by-laws, guidelines and other governing documents of the SHCA;

SHCA means Show Horse Council of Australasia Inc. (ABN 51 590 953 920);

SHCV Event means any horse and/or riding competition organised or conducted by the Association;

Sub-Committee means a sub-committee appointed by the Executive Committee in accordance with rule 38; and

the Act means the *Associations Incorporation Act 1981* (Vic);

the Association means Show Horse Council of Victoria Inc. (A0042915B).

- (2) In these Rules, a reference to the President, Vice-President, Secretary or Treasurer is a reference:
 - (a) if a person holds office under these Rules as that Officer of the Association, to that person; and
 - (b) in any other case, to the public officer of the Association.

3. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

BINDING EFFECT OF THE RULES

4. Binding effect of the Rules and application form

- (1) In accordance with section 14A of the Act, these Rules constitute the terms of a contract between the Association and its members.
- (2) Without limitation to rule 4(1), each member agrees to be bound by the terms stated on any form for application for membership, determined by the Executive Committee in accordance with rule 10(3)(c), by which that member applied for membership of the Association.

5. Rules etc. prescribed by the Executive Committee in connection with SHCV Events

Members must comply with any rules, regulations, by-laws, guidelines or other governing documents prescribed by the Executive Committee from time to time in connection with SHCV Events.

6. Rules of the Show Horse Council of Australasia

- (1) Subject to rule 6(2), the Association and its members are bound by the Rules of the SHCA, from time to time, expressed to apply to the Association (as an affiliate of the SHCA) and its members (as members of an affiliate of the SHCA).
- (2) Without limitation to rule 6(1):
 - (a) members of the Association must pay to the Association all fees, charges and levies prescribed from time to time by the SHCA; and
 - (b) the Association shall pay to the SHCA any fees due to that body.
- (3) The Executive Committee may determine that the Association and its members are not bound in certain respects by the Rules of the SHCA.

7. Registration and measurement of horses

- (1) Members of the Association must:
 - (a) observe the requirements of the National Measuring Scheme;
 - (b) pay to the Association all fees, charges and levies payable under the National Measuring Scheme; and
 - (c) comply with any reasonable direction or by-laws of the Executive Committee in relation to the measurement of any horse which the member wishes to enter in an SHCV Event.
- (2) The Association shall pay to the SHCA any fees due to that body in accordance with the National Measuring Scheme.

- (3) The Executive Committee may appoint such measures and approve such measuring sites in Victoria as are necessary to fulfil:
 - (a) the requirements of the National Measuring Scheme; and
 - (b) any by-laws that the Executive Committee may pass from time to time in relation to members' horses which are not required to comply with the National Measuring Scheme.
- (4) For the avoidance of doubt, this rule is without limitation to rules 4, 5 and 6.

MEMBERSHIP

8. Classes of member

- (1) Subject to rule 9, the Executive Committee may from time to time determine there to be different classes of member of the Association.
- (2) Subject to rule 8(3), the rights and liabilities of members of all classes (other than Affiliate Members) are the same.
- (3) The Executive Committee may from time to time determine that members of a particular class are subject to particular:
 - (a) rights or restrictions in relation to entrance or exclusion from SHCV Events; and
 - (b) Membership Fees.

9. Affiliate Members

- (1) There shall be a class of member of the Association known as an Affiliate Member.
- (2) Only clubs, bodies, associations or organisations with the same or similar purposes as the Association are eligible to be Affiliate Members.

- (3) An Affiliate Member may nominate one of its members as a delegate to attend any general meeting of the Association by written notice of the delegate's name and address to the Secretary prior to the general meeting.
- (4) Such delegate:
 - (a) is entitled to attend the general meeting and participate in any business of the meeting;
 - (b) is not entitled to vote on any resolution at the general meeting; and
 - (c) may be excluded by the chairperson of the general meeting from all or part of the meeting if the chairperson considers it necessary or appropriate having regard to the confidential or sensitive nature of the business of that meeting or part of it.

10. Applications for membership of the Association

Application

- (1) A person who applies for membership of the Association of a particular class as provided in these Rules is eligible to be a member of that class on payment of the applicable Membership Fee.
- (2) A person who is not a member at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership except in accordance with this rule 10.
- (3) An application of a person for membership must be:
 - (a) in writing;
 - (b) signed:
 - (i) if the applicant is at least 17 years of age, by the applicant;
 - (ii) otherwise, by a parent or guardian of the applicant;
 - (c) in such form as the Executive Committee from time to time determines;

- (d) accompanied by any applicable Membership Fee; and
- (e) lodged with the Secretary.

Consideration of application

- (4) Upon receipt of an application for membership that does not comply with rule 10(3), the Secretary may:
 - (a) reject the application;
 - (b) take such steps as are appropriate, in conjunction with the applicant if required, to rectify the application so that it complies with rule 10(3); or
 - (c) refer the application to the Executive Committee for consideration at its next meeting.
- (5) Upon receipt of an application for membership that complies with, or has been rectified pursuant to rule 10(4)(b) so as to comply with, rule 10(3), the Secretary may:
 - (a) approve the application; or
 - (b) refer the application to the Executive Committee for consideration at its next meeting.
- (6) If an application is referred to the Executive Committee, it must determine whether to approve or reject the application, or defer it for consideration at a subsequent meeting.

Approval of application

- (7) If the Secretary, pursuant to rule 10(5)(a), or the Executive Committee, pursuant to rule 10(6), approves an application for membership, the Secretary must as soon as practicable:
 - (a) if the applicant is a Continuing Member, notify the applicant in writing of the approval for membership; and
 - (b) if the applicant is not a Continuing Member:

- (i) enter the applicant's name in the Register of Members;
 - (ii) notify the applicant in writing of the approval for membership;
and
 - (iii) provide the member with a certificate of membership in such form as the Executive Committee may from time to time determine.
- (8) An applicant for membership of the Association becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the Register of Members.

Rejection or deferral of application

- (9) If the Secretary, pursuant to rule 10(4)(a), or the Executive Committee, pursuant to rule 10(6), rejects an application for membership of the Association, the Secretary:
- (a) must, as soon as practicable, notify the applicant in writing that the application has been rejected; and
 - (b) need not (but may, unless directed not to by the Executive Committee) disclose a reason for such rejection.
- (10) If the Executive Committee, pursuant to rule 10(6), defers consideration of an application for membership of the Association, no notification need be given to the applicant and the Executive Committee need not ascribe a reason for such deferral.

11. Register of Members

- (1) The Secretary must keep and maintain a register known as the Register of Members containing:
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.

- (2) The Register of Members is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the Register of Members.

12. Membership fees

The Executive Committee may from time to time determine the amount of the Membership Fee applicable in respect of particular classes of membership of the Association.

13. Ceasing membership

- (1) A member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign, after which time the member ceases to be a member of the Association.
- (2) If a member of the Association:
 - (a) does not re-apply for membership of the Association for the coming Financial Year; or
 - (b) re-applies for membership of the Association for the coming Financial Year but their application is refused,then, immediately prior to the annual general meeting in that Financial Year, the member ceases to be a member of the Association.
- (3) If a member of the Association dies then, at the date of their death, the member ceases to be a member of the Association.
- (4) If a member ceases to be a member of the Association, the Secretary must record in the Register of Members the date on which the member ceased to be a member.

14. Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Executive Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Executive Committee may by resolution:
 - (a) suspend that member from membership of the Association for a specified period;
 - (b) expel that member from the Association; or
 - (c) fine that member an amount not exceeding \$500.
- (2) A resolution of the Executive under rule 14(1) does not take effect unless:
 - (a) at a meeting held in accordance with rule 14(3), the Executive Committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Executive Committee to confirm or revoke a resolution passed under rule 14(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with rule 14(4).
- (4) For the purposes of giving notice in accordance with rule 14(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
 - (b) stating that the member, or his or her representative, may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
 - (c) stating the date, place and time of that meeting;

- (d) informing the member that he or she may do one or both of the following:
 - (i) attend that meeting; and
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the Executive Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the Executive Committee to confirm or revoke a resolution passed under rule 14(1), the Executive Committee must:
- (a) give the member, or his or her representative, an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Executive Committee, the Executive Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under rule 14(6), he or she must notify the Executive Committee and the Executive Committee must convene a general meeting of the Association to be held within 35 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under rule 14(7):
- (a) no business other than the question of the appeal may be conducted;

- (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

15. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
 - (b) a member and the Association.
- (2) Parties to a dispute to which this rule applies must not institute proceedings in any court or tribunal in relation to the dispute, except for urgent relief by way of injunction or otherwise, before complying with the grievance procedure set out in this rule.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (5) The mediator must be:
- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Executive Committee; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A member of the Association can be a mediator.
- (7) The mediator cannot be a member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (10) The mediator must not determine the dispute.
- (11) If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

16. Members rights, privileges and obligations

- (1) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership.

- (2) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of any winding up of the Association is limited to \$20.00

GENERAL MEETINGS

17. Annual general meetings

- (1) The annual general meeting of the Association must be convened in July each year.
- (2) Subject to rule 17(1), the Executive Committee may determine the date, time and place of the annual general meeting of the Association.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the President (or, failing the President, the Secretary) a report on the activities of the Association during the preceding Financial Year;
 - (c) every second Financial Year, to elect the Executive Committee of the Association; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

18. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same Financial Year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) The Executive Committee must, on the request in writing of members representing not less than 5 per cent of the total number of members entitled under these Rules to vote at a general meeting, convene a special general meeting of the Association.
- (5) The request for a special general meeting must:
 - (a) state the objects of the meeting;
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (6) If the Executive Committee does not cause a special general meeting to be held within 35 days after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (7) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

19. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under

the Rules as ordinary business of the annual general meeting, is deemed to be special business.

20. Notice of general meetings

(1) The Secretary of the Association, at least 28 days before the date fixed for holding a general meeting of the Association:

- (a) must cause to be sent to each member of the Association; and
- (b) must, if the Executive Committee so directs, cause to be placed in the public notice section of such publication as the Executive Committee directs,

a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent to members:

- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

21. Quorum at general meetings

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct 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:
 - (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or 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 personally present (being not less than 3 members entitled under these Rules to vote at a general meeting) shall be a quorum.

22. Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number (being a member entitled under these Rules to vote at a general meeting) to preside as chairperson.

23. Adjournment of meetings

- (1) The chairperson may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 20.
- (4) Except as provided in rule 23(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

24. Voting at general meetings

- (1) At a general meeting of the Association, only members who are at least 17 years of age at the time of the general meeting are entitled to vote.
- (2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (3) All votes must be given personally or by proxy.
- (4) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

25. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members entitled under these Rules to vote at a general meeting, it must be taken at that meeting by secret ballot in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

26. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

(a) a declaration by the Chairperson that a resolution has been:

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) 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.

27. Proxies

(1) Each member is entitled to appoint another person as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in Appendix 1 or such other form as the Executive Committee from time to time determines.

(3) In no event shall the proxy be valid for a period longer than 2 days after the meeting for which it is given.

(4) Any proxy is revocable, at any time, by the member.

EXECUTIVE COMMITTEE

28. Executive Committee

- (1) The affairs of the Association shall be managed by a committee known as the Executive Committee.
- (2) The Executive Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such 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 a general meeting of the members of the Association;
 - (c) has, subject to these Rules, the Act and the Regulations, power to perform all such acts and things as appear to the Executive Committee to be necessary or appropriate for the proper management of the business and affairs of the Association.
- (3) All decisions of the Executive Committee shall, subject to these Rules and the Rules of the SHCA, be final and binding on all members.
- (4) Subject to section 23 of the Act, the Executive Committee shall consist of:
 - (a) the Officers of the Association; and
 - (b) no less than 1 and no more than 4 other members of the Executive Committee,each of whom shall be elected at every second annual general meeting of the Association.

29. Election of the Executive Committee

- (1) Any member of the Association entitled to vote at the general meeting at which members of the Executive Committee are to be elected is eligible for nomination as a candidate for election to the Executive Committee.

- (2) Nominations of candidates for election to the Executive Committee must be:
 - (a) made in writing in the form set out in Appendix 2 or such other form as the Executive Committee from time to time determines, signed by two members of the Association entitled to vote at the general meeting at which members of the Executive Committee are to be elected and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the relevant annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election to the Executive Committee must be conducted at the annual general meeting:
 - (a) as a secret ballot; and
 - (b) otherwise, in such manner as the Executive Committee may direct.
- (7) Each member of the Executive Committee shall hold office until the second annual general meeting after the date of his or her election but is eligible for re-election.
- (8) In the event of a casual vacancy occurring in the Executive Committee, the Executive Committee may appoint a member of the Association (other than an Affiliated Member) to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment at which there is to be an election of the Executive Committee.

30. Election of Officers of the Association and delegate to the Show Horse Council of Australasia

- (1) The Officers of the Association shall be:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) a Publicity Officer.
- (2) For the avoidance of doubt, a member of the Executive Committee may act as more than one of the Officers of the Association.
- (3) The Officers of the Association and a delegate to the SHCA shall be elected by and from the members of the Executive Committee at a meeting immediately following the annual general meeting at which the Executive Committee was elected.
- (4) Elections for the Officers of the Association and the delegate to the SHCA shall be:
 - (a) held in the order of President, Vice-President, Secretary, Treasurer, Publicity Officer and delegate to the SHCA; and
 - (b) by verbal nomination and by a majority of votes on a show of hands by members of the Executive Committee other than the nominee.
- (5) Prior to such elections, a member of the Executive Committee must be nominated by the members of the Executive Committee to chair the meeting to conduct the elections and he or she must:
 - (a) make a written record of the result of the elections; and
 - (b) at the conclusion of the meeting, give that record to the Secretary to be placed in the minutes of the meeting.

- (6) In the event of a casual vacancy among the Officers of the Association or the delegate to the SHCA, the Executive Committee must elect a replacement in the manner set out in rule 30(4)(b).

31. Vacancies

- (1) The office of an Officer of the Association and of a member of the Executive Committee becomes vacant if the Officer or member:
 - (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary.
- (2) If a member of the Executive Committee does not attend 3 consecutive meetings of the Executive Committee without prior apology to the Secretary, their office is automatically deemed to become vacant unless the Executive Committee determines otherwise.

32. Removal of Executive Committee member

- (1) The Association in general meeting may, by resolution, remove any member of the Executive Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in rule 32(1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33. Restrictions on Executive Committee participation in SHCV Events

- (1) Members of the Executive Committee must not have any personal or financial interest in the outcome of an SHCV Event.
- (2) Without limitation to rule 33(1), members of the Executive Committee and their immediate families must not:
 - (a) own or control, directly or indirectly, any share in a horse competing at an SHCV Event;
 - (b) ride a horse competing at an SHCV Event;
 - (c) lead a horse competing at an SHCV Event;
 - (d) instruct a horse competing at an SHCV Event; or
 - (e) be involved in any way in competing at an SHCV Event.

34. Meetings of the Executive Committee

- (1) The Executive Committee must meet at least 6 times in each year at such place and such times as the Executive Committee may determine.
- (2) Special meetings of the Executive Committee may be convened by the President or by any 4 members of the Executive Committee.

35. Notice of Executive Committee meetings

- (1) Written notice of each Executive Committee meeting must be given to each member of the Executive Committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the Executive Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

36. Quorum for Executive Committee meetings

- (1) Any 5 members of the Executive Committee constitute a quorum for the conduct of the business of a meeting of the Executive Committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting, the meeting lapses;
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Executive Committee may act notwithstanding any vacancy on the committee.

37. Presiding at Executive Committee meetings

At meetings of the Executive Committee:

- (a) the President or, in the President's absence, the Vice-President presides;
or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

38. Sub-committees

- (1) The Executive Committee may appoint, and delegate specified powers and functions to, such Sub-Committees as the Executive Committee determines from time to time.
- (2) A Sub-Committee shall consist of such members of the Executive Committee and other members of the Association as the Executive Committee determines,

provided that at least one member of the Sub-Committee must be a member of the Executive Committee.

- (3) For the avoidance of doubt, a Sub-Committee is not required to be chaired by a member who is a member of the Executive Committee.
- (4) Each Sub-Committee must report to the Executive Committee as determined by the Executive Committee.

39. Voting at Executive Committee and Sub-Committee meetings

- (1) Questions arising at a meeting of the Executive Committee or any Sub-Committee shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Executive Committee or any Sub-Committee, including the person presiding at the meeting, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

ADMINISTRATION

40. Minutes of meetings

- (1) The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each Executive Committee meeting, together with a record of the names of persons present at Executive Committee meetings.
- (2) The minutes of resolutions and proceedings of meetings of any Sub-Committee, together with a record of the names of persons present at such meetings, must be kept by a person nominated by that Sub-Committee at its first meeting, and given to the Secretary upon request.

41. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

42. Funds

- (1) The Treasurer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association;
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (c) ensure that such accounts and books are examined by an auditor each Financial Year; and
 - (d) prepare and lay before the annual general meeting of the Association a report on the financial affairs of the Association for the preceding Financial Year in accordance with section 30(3) of the Act.
- (2) Unless the Executive Committee resolves otherwise, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other member of the Executive Committee authorised to do so by resolution of the Executive Committee.

- (3) The funds of the Association shall be derived from Membership Fees, donations, fines and penalties, refunds from the SHCA and such other sources as the Executive Committee determines from time to time.
- (4) All monies received by the Association must as soon as practicable be deposited without deduction to the credit of the Association's financial institution account.
- (5) Subject to rule 42(6), no portion of the funds of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any member of the Association.
- (6) Nothing shall prevent the payment by the Association, in good faith, of:
 - (a) remuneration to any member of the Association in return for any services rendered to the Association;
 - (b) reasonable and proper rent to any member of the Association for premises let to the Association;
 - (c) an honorarium to any member of the Executive Committee; or
 - (d) any payment authorised by rule 43.

MISCELLANEOUS

43. Reimbursement, indemnification and exclusion from liability

- (1) The Association may pay or reimburse the amount of any approved travelling or other expenses properly incurred by a member of the Executive Committee or a Sub-Committee in the performance of their duties as such.
- (2) Every member of the Executive Committee or a Sub-Committee, and every employee and agent of the Association, shall be indemnified by the Association against all damages, costs, losses and expenses which he or she may incur or in respect of which he or she may become liable by reason of any contract entered into or act or thing done (whether negligently or otherwise) by him or her as such member, employee or agent, unless such damages, costs, losses or expenses result from his or her own dishonesty, or wilful act or default.

- (3) No member of the Executive Committee or any Sub-Committee, or any employee or agent of the Association, shall be liable to the Association for any damages, costs, losses or expenses howsoever arising as the result of any act, neglect, default, error of judgement or oversight, done by him or her as such member, employee or agent unless such damages, costs, losses or expenses result from his or her own dishonesty, or wilful act or default.

44. Notice to members

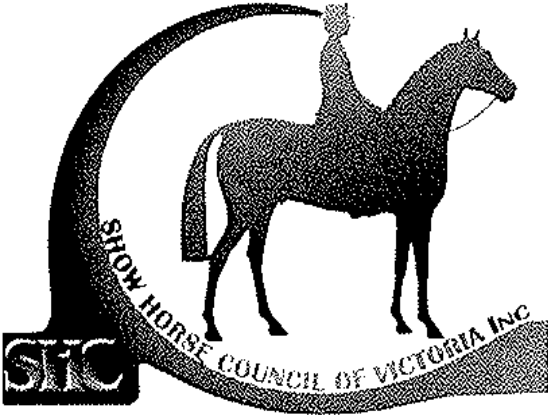
Except for the requirement in rule 20, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally;
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members;
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

45. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

APPENDIX 1 — Proxy form



SHOW HORSE COUNCIL OF VICTORIA

PROXY FORM

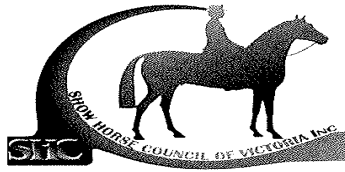
This is to certify that the undersigned, a voting member of The Show Horse Council of Victoria Inc., has designated as his or her representative to cast all votes and express all approvals or disapprovals that said member may be entitled to cast or express at the General Meeting of The Show Horse Council of Victoria, to be held on/...../....., and any lawfully adjourned meetings thereof.

In no event shall this proxy be valid for a period longer than 2 days after the first meeting for which it is given. This proxy shall be revocable, at any time, at the request of the undersigned voting member.

.....
Signature

..... Membership No

APPENDIX 2 — Executive Committee nomination form



SHOW HORSE COUNCIL OF VICTORIA INC
NOMINATION FORM

NOMINATIONS FOR THE EXECUTIVE COMMITTEE CLOSE ON
..... THIS FORM MUST BE RETURNED TO THE
SECRETARY BY MAIL, PO BOX 5374, CRANBOURNE 3977.

The Nominee and Nominators must be at least 17 years of age and have paid all moneys due and payable to the Association by the general meeting at which members of the Executive Committee are to be elected.

Membership Forms available from the Secretary.

Please use block letters to fill out the form.

I, BEING A MEMBER OF THE SHOW HORSE COUNCIL OF VICTORIA, HEREBY
NOMINATE

.....

TO THE EXECUTIVE COMMITTEE FOR YEARS

SIGNED:.....DATE:.....
(Signature of Proposer)

I, BEING A MEMBER OF THE SHOW HORSE COUNCIL OF VICTORIA, HEREBY SECOND
THE ABOVE NOMINATION(S)

SIGNED:.....DATE:.....
(Signature of Seconder)

I, BEING A MEMBER OF THE SHOW HORSE COUNCIL OF VICTORIA, HEREBY ACCEPT
THE ABOVE NOMINATION(S)

SIGNED:.....DATE:.....
(Signature of Nominee)

NB: If necessary, nominations for the Executive Committee will also be called for
"from the floor" at the AGM