



# **THE WELSH PONY & COB SOCIETY OF AUSTRALIA INCORPORATED**

# **RULES**



# The Welsh Pony & Cob Society of Australia Incorporated Rules

*Presented at the WPCS Australia AGM 20<sup>th</sup> June 2026 by special resolution to the members in attendance for approval.*

The name of the Incorporated Association is The Welsh Pony & Cob Society of Australia Incorporated (*in these Rules called 'The Society'*).

In these Rules, unless the contrary intention appears:

**'Committee'** means the Committee of Management of the Society

**'Financial Year'** means the year ending on 31st March

**'General Meeting'** means a General Meeting of Members convened in accordance with Rule 30

**'Member'** means a Member of the Society.

**'Ordinary Member of the Committee'** means a Member of the Committee who is not an Officer of the Society under Rule 39.1. Unless the contrary intention appears, every word in the masculine gender shall be construed as including the female gender and every word in the singular shall be construed as including the plural and vice versa.

**'Person'** means a natural person, a Company legally registered, a Firm legally registered as such, the legal personal representative of a Partnership, the legal personal representative of a deceased person or the trustee of any settlement or trust whether created into vivo or by will.

**'The Act'** means the Association Incorporation Reform Act 2012 as in force from time to time.

**'The Regulations'** means regulations under the Act.

A **'Voting Member'** of the Society is a Full Member or Life Member.

**'Absolute majority of the Committee'** means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

In these Rules, a reference to the Secretary of the Society 'is a reference'.

- (a) where a person is appointed under these Rules as Secretary of the Society - to that person; and
- (b) in any other case, to the Public Officer of the Society.

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

## Note

The persons who from time to time are members of the Society are an incorporated association by the name, The Welsh Pony & Cob Society of Australia Incorporated (referred to in these rules as The Society).

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Society and its members.

## The Purposes of the Society are:

1. To encourage the breeding and improvement of horses and ponies, more especially those of the Welsh Breeds.
2. To uphold the prescribed breed descriptions of the Welsh Mountain Pony, the Welsh Pony, the Welsh Pony (Cob type) and the Welsh Cob (hereinafter referred to as the Welsh Breeds) as laid down in the Welsh Stud Book.
3. To maintain and publish the Australian Welsh Stud Book, appendices and Part Welsh Register (thereinafter referred to as the "Welsh Stud Books") and to determine regulations for the registration and entry of stock therein.
4. To maintain a panel of Inspectors to examine Foundation Stock in regard to their suitability for entry in the Welsh Stud Book and to inspect animals for shows and sales if required in regard to both their identity and presentation.
5. To prepare and maintain a list of Judges from which Judges may be selected by organisers of shows. To hold Judges' seminars to promote uniformity of judging. To train future judges.
6. To advance public education in all parts of Australia by promoting and conducting training classes, discussion groups, lectures, demonstrations and veterinary classes for breeders and owners of the Welsh breeds and public interested in the breeding and management of horses and ponies in general.

7. To allow any show, sale, competition, event or exhibition to be conducted under the patronage of the Society but subject to and upon such conditions as the Society may think fit.
8. To collect, verify and publish information relating to shows, sales and other activities connected with the Welsh Breeds and Part Welsh.
9. To issue publications, films, articles and advertisements and to secure publicity to extend the popular interest in the Welsh Breeds and Part Welsh.
10. To promote the welfare of all horses, cobs and ponies.

**Solely for the Purpose of furthering the Purposes set out above the Society shall have the power:**

- a. to subscribe to, become a Member of and co-operate with any other Association, Society, Club or Organisation, whose objects are altogether or in part similar to those of the Society provided that the Society shall not subscribe to or support with its funds any Club, Society, Association or Organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Society under or by virtue of its Rules;
- b. to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Society or persons frequenting the Society's premises.
- c. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society;  
Provided that in case the Society shall take or hold any property which may be subject to any trust the Society shall only deal with the same in such manner as is allowed by Law having regard to such trusts;
- d. to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; to obtain from any such Government or Authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- e. to appoint, employ, remove or suspend such Managers, Clerks, Secretaries, Servants, Workmen and other persons as may be necessary or convenient for the purposes of the Society;
- f. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- g. to invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit;
- h. to take, or otherwise acquire, and hold shares, debentures or other securities of any Company or Body Corporate;
- i. to lend and advance money or give credit to any person or Body Corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Body Corporate, and otherwise to assist any person or Body Corporate;
- j. to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Society's property or assets present or future and to purchase, redeem or pay-off any such securities;

- k. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- l. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society;
- m. to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others;
- n. to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in paragraph (e);
- o. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, by way of donations, annual subscriptions or otherwise.
- p. to print and publish any newspapers, periodicals, books or leaflets that the society may think desirable for the promotion of its purposes;
- q. to amalgamate with any one or more Incorporated Associations having purposes altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed upon the Society or by virtue of its Rules;
- r. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Incorporated Associations with which the Society is authorised to amalgamate;
- s. to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the Incorporated Associations with which the Society is authorised to amalgamate;
- t. to make donations for patriotic, charitable or community purposes;
- u. to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

## **11. NOT FOR PROFIT ORGANISATION**

- 11.1 The Society must not distribute any surplus, income or assets directly or indirectly to its Members.
- 11.2 Sub rule 11.1 does not prevent the Association from paying a Member -
  - a. reimbursement for expenses properly incurred by the Member; or
  - b. for goods or services provided by the Member - if this is done in good faith on terms no more favourable than if the Member was not a Member.

## **12. MEMBERSHIP**

- 12.1 A person who applies and is approved for Membership as provided in these Rules is eligible to be a Member of the Society on payment of the relevant subscription payable under these rules.
- 12.2
  - a. he applies for membership as provided in sub-clause 12.3 : and
  - b. his admission as a Member is approved by the Committee
- 12.3 An application for Membership of the Society:
  - a. shall be in writing on the form provided: and
  - b. shall be lodged with the Secretary of the Society.
- 12.4 As soon as is practicable after the receipt of an application, the Secretary shall refer the application to the Committee.
- 12.5 Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- 12.6 Upon an application being approved by the Committee, the Secretary shall, with as little delay as practicable, notify the applicant in writing that he is approved for Membership of the Society and shall

enter the applicant's name in the register of Members kept by him and, upon the name being so entered, the Applicant becomes a Full, Associate, or Life Member of the Society, subject to payment of the appropriate subscription.

- 12.7 A right, privilege, or obligation of a person by reason of his Membership of the Society is not capable of being transferred or transmitted to another person save as in these Rules provided and terminates upon the cessation of his Membership. A member is not entitled to rights and privileges unless all monies due and payable by him to the Society have been paid.
- 12.8 Every Registered Company, Partnership or Firm, which is a Member, shall keep lodged with the Secretary the full name and address of the person who is its representative (who need not be a Member) and such representative shall:
- be entitled to give and receive all notices which can or are to be given or received by the Company, Partnership or Firm which he represents.
  - be entitled to attend and vote at all Meetings for and on behalf of the Company, Partnership or Firm which he represents.
  - be eligible for election as an Office Bearer of the Society or a Member of the Committee.
- 12.9
- A Full Member is entitled to breed and register ponies, register a prefix and brand, and to exercise full voting rights (subject to these Rules). Full members receive such publications as determined from time to time by the Committee.
  - An Associate Member is not entitled to neither breed and register ponies, nor register a prefix and brand, nor exercise any voting rights. Associate Members receive such publications as determined from time to time by the Committee.
  - A Life Member exercises the rights and privileges of a Full Member.

### **13. ENTRANCE FEE & ANNUAL SUBSCRIPTION**

- 13.1 There shall be no entrance fee.
- 13.2 The Annual Subscriptions are as determined from time to time by the Committee. Subscriptions are payable in advance on or before the 1st day of July in each year.
- 13.3 Life Membership for a natural person may be approved on the payment of a single fee as determined from time to time by the Committee.
- 13.4
- The Committee may confer Honorary Life Membership of the Society upon any natural person in recognition of service rendered by that person in promoting the purposes for which the Society was established.
  - The Committee may for such term and on such conditions as it thinks fit, confer Honorary Membership of the Society upon any person in recognition of services rendered by that person in promoting the purposes for which the Society was established.
- 13.5 Full Members who have paid the current Annual Subscription, Life Members and Honorary Life Members are in these Rules referred to as Voting Members PROVIDED that a new Member who has become a Member of the Society after the 1st day of January in any calendar year shall not be entitled to vote at the Annual General Meeting held in that year nor be nominated as an Officer of the Society or an Ordinary Member of the Committee.

### **14. REGISTER OF MEMBERS**

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, date of entry of the name of each Member, category of Membership, the details of a Representative provided in accordance with Rule 12.8 or the details of a legal personal representative or liquidator provided in pursuance of Rule 15.2(b) and the register shall be available for inspection by Members at the Office of the Society at such place as the Society may from time to time in General Meetings resolve. Each Member shall promptly notify the Secretary of any change to his name and/or address and the Secretary shall thereupon amend the register accordingly.

**Note** Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **15. CESSATION OF MEMBERSHIP**

- 15.1 A Member of the Society who has paid all monies due and payable by him to the Society may resign from the Society by first giving one month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- 15.2 A Member shall cease to be a Member of the Society:
- a. if he resigns in accordance with sub-clause 15.1;
  - b. if he dies or being a Company goes into liquidation or being a Partnership or Firm is dissolved, except by reason only of a change in its Constitution, and not re-constituted PROVIDED THAT the estate of a deceased Member may be its legal personal representative and a Company may be its liquidator continue as Member if notice to that effect and containing the full name and address of the legal personal representative or liquidator is given by the legal personal representative or the liquidator to the Secretary. If there be more than one legal personal representative of a deceased Member or more than one liquidator, of a Company then only one of such persons shall be recognised by the Society as the Member.
  - c. if his Annual Subscription is not paid before the 31st day of August each year.
  - d. if he is expelled under Rule 19.2 (b)
- 15.3 Upon a Member ceasing to be a Member the Secretary shall make in the register of Members an entry recording the date upon which such Member ceased to be a Member. That date shall be in the case of cessation of Membership under:
- a. sub-clause 15.2(a) - the expiration of the period of notice referred to in sub-clause 15.
  - b. sub-clause 15.2(b) - the date of his death or the date of the passing of the resolution that the Company go into liquidation or the date of the dissolution of the Partnership or Firm, as the case requires.
  - c. sub-clause 15.2(c) - the 31st day of August in the relevant calendar year,
  - d. sub-clause 15.2(d) - the expiration of the appeal period referred to in Rule 20.2 (b) or date upon which his appeal under Rule 20 is dismissed by the Appeal Committee, as the case requires.
- 15.4 A person who has ceased to be a Member of the Society shall:
- a. not be entitled to the repayment of all or any part of his Annual Subscription or his Life Membership Subscription
  - b. nevertheless remain liable for all moneys due by him to the Society on the date upon which he ceased to be a Member
  - c. be obliged as a condition precedent to his again becoming a Member to pay all monies due by him to the Society
  - d. if he ceased to be a Member pursuant to sub-clause 15.2(c) or 15.2 (d) only be re-admitted to Membership with the approval of the Committee.

## **16. DISCIPLINE OF A MEMBER**

### **Division 2 - Disciplinary action**

#### **16.1 Grounds for taking disciplinary action**

The Committee may take disciplinary action against a member in accordance with this Division if it is determined that the Member -

- a. has failed to comply with these Rules; or
- b. refuses to support the purposes of the Society; or
- c. has engaged in conduct prejudicial to the Society; or
- d. has not complied with Society Codes of Conduct.
- e. Has been charged and convicted of any animal cruelty.

## **17. DISCIPLINARY SUB – COMMITTEE**

- 17.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the Member.
- 17.2 The members of the disciplinary sub-committee -
- a. may be Committee members, Members of the Society or anyone else; but
  - b. must not be biased against, or in favour of, the Member concerned.

## **18. NOTICE TO MEMBER**

- 18.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the member -
- a. stating that the Committee proposes to take disciplinary action against the Member; and
  - b. stating the grounds for the proposed disciplinary action; and
  - c. specifying the date, place and time of the meeting at which the disciplinary sub-committee intends to consider the disciplinary action (*the disciplinary meeting*); and
  - d. advising the Member that he or she may do one or both of the following -
    - i. attend the disciplinary meeting (*see Note below*) and address the disciplinary sub-committee at that meeting;
    - ii. give a written statement to the disciplinary sub-committee at any time before the disciplinary meeting; and
  - e. setting out the Member's appeal rights under rule 20.
- 18.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **Note**

With prior arrangement the member may be permitted to attend the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

## **19. DECISION OF SUB - COMMITTEE**

- 19.1 At the disciplinary meeting, the disciplinary sub-committee must -
- a. give the Member an opportunity to be heard; and
  - b. consider any written statement submitted by the Member.
- 19.2 After complying with sub-rule (19.1), the disciplinary sub-committee may -
- a. take no further action against the Member; or
  - b. subject to sub-rule (19.3) -
    - i. reprimand the Member; or
    - ii. suspend the membership rights of the Member for a specified period; or
    - iii. expel the Member from the Society.
- 19.3 The disciplinary sub-committee may not fine the Member.
- 19.4 The suspension of membership rights or the expulsion of a Member by the disciplinary sub-committee under this rule takes effect immediately after the vote is passed.

## **20. APPEAL RIGHTS**

- 20.1 A person whose membership rights have been suspended or who has been expelled from the Society under rule 19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 20.2 The notice must be in writing and given—

- a. to the disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
  - b. to the Secretary not later than 48 hours after the vote.
- 20.3 If a person has given notice under sub- rule (20.2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 20.4 Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must -
- a. specify the date, time and place of the meeting; and
  - b. state -
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **21. CONDUCT OF DISCIPLINARY APPEAL MEETING.**

- 21.1 At a disciplinary appeal meeting -
- a. no business other than the question of the appeal may be conducted; and
  - b. the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard (*see Note below*).

### **Note**

With prior arrangement the member may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

- 21.2 After complying with sub-rule (21.1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 21.3 A member may not vote by proxy at the meeting.
- 21.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **22. APPLICATION**

- 22.1 The grievance procedure set out in this Division applies to disputes under these Rules between -
- a. a Member and another Member;
  - b. a Member and the Committee;
  - c. a Member and the Society.
- 22.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **23. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE.**

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

### **24. APPOINTMENT OF MEDIATOR**

- 24.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days -

- a. notify the Committee of the dispute; and
- b. agree to or request the appointment of a mediator; and
- c. attempt in good faith to settle the dispute by mediation.

24.2 The mediator must be –

- a. a person chosen by agreement between the parties; or
- b. in the absence of agreement -
  - i. if the dispute is between a Member and another Member—a person appointed by the Committee; or
  - ii. if the dispute is between a Member and the Committee or the Society - a person appointed by the Australian Horse Industry Council (AHIC).

24.3 A mediator appointed by the Committee may be a Member or former Member of the Society but in any case must not be a person who -

- a. has a personal interest in the dispute; or
- b. is biased in favour of or against any party.

## **25. MEDIATION PROCESS**

25.1 The mediator to the dispute, in conducting the mediation, must -

- a. give each party every opportunity to be heard; and
- b. allow due consideration by all parties of any written statement submitted by any party; and
- c. ensure that natural justice is accorded to the parties throughout the mediation process.

25.2 The mediator must not determine the dispute.

## **26. FAILURE TO RESOLVE DISPUTE BY MEDIATION.**

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

## **27. ANNUAL GENERAL MEETING**

27.1 The Society shall convene an Annual General Meeting of its Members in each year on a date to be fixed by the Committee.

27.2 The Annual General Meeting shall be specified as such and its date shall be given in the notice convening it.

27.3 The ordinary business of the Annual General Meeting shall be:

- a. to confirm the minutes of the preceding Annual General Meeting and of any general meeting held since that Meeting.
- b. to receive from the Committee reports upon the transactions of the Society during the last preceding Financial year;
- c. to receive the declaration of the poll for the election of the members of the Committee to be elected for the ensuing year;
- d. to receive and consider the statements submitted by the Society in accordance with Section 30 (3) of the Act. The statements submitted must give a true and fair view of the financial position of the Society during and at the end of its last financial year.

27.4 The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

27.5 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **28. SPECIAL GENERAL MEETINGS**

28.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

- 28.2 The President, the Chairman, the Vice-Chairmen together or any four Members of the Committee may convene a Special General Meeting of the Society.
- 28.3 The Secretary shall, on the requisition in writing of any forty voting Members convene a Special General Meeting of the Society within 30 days of the receipt of the requisition by the Secretary but a requisition for a Meeting for the purpose of Rule 50 shall be signed by not less than fifty voting Members of whom not more than 35 of such Members shall be from the one State.
- 28.4 The requisition for a Special General Meeting shall state the objects of the Meeting and shall be signed by the Members making the requisition and be sent to the Secretary at the Office of the Society and may consist of several documents in a like form each signed by one or more of the Members making the requisitions.
- 28.5 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 28.6 A special general meeting convened by members under subrule (28.3) -
- (a) Must be held within 3 months after the date on which the original request was made; and
  - (b) May only consider the business stated in that request.

The Society must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (28.3).

## **29. CONVENING OF GENERAL MEETING**

- 29.1 The Secretary of the Society shall, at least 21 days before the date fixed for holding a General Meeting of the Society cause to be sent to each Member of the Society at his address appearing in the register of Members, a notice by pre-paid post, email or facsimile transmission stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 29.2 No business other than set out in the notice convening the Meeting shall be transacted at the Meeting.
- 29.3 A Member desiring to bring any business before a Meeting may give notice of that business in writing to the Secretary, who shall include that business in the Notice calling the next General Meeting after the receipt of the Notice.

## **30. PROCEDURE OF GENERAL MEETINGS - PROCEEDINGS AT MEETINGS**

- 30.1 All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 30.2 No item of business shall be transacted at a General Meeting unless a quorum of voting Members is present during the time when the Meeting is considering that item.
- 30.3 15 voting Members physically present constitute a quorum for the transaction of the business of a General Meeting.

### **Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, if a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

30.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting shall be dissolved unless a majority of the voting Members then present resolve to adjourn the Meeting. If within half an hour after the appointed time for commencement of the adjourned Meeting a quorum is not present then the Meeting shall dissolve.

31.

31.1 The President, or in his absence, the President-Elect shall preside as Chairman at each General Meeting of the Society.

31.2 If the President and the President-Elect are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the Meeting.

32.

32.1 The Chairman of a General meeting at which a quorum is present may, with the consent of the Meeting, adjourn the Meeting from time to time (but for no more than 14 days) and place to place, but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.

32.2 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

33. A question arising at a General Meeting of the Society shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded; a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

34.

34.1 Upon any question arising at a General Meeting of the Society, a Member has one vote only.

34.2 All votes shall be given personally.

34.3 In the case of an equality of voting on a question, the Chairman of the Meeting is entitled to exercise a second or casting vote.

35.

35.1 If at a meeting a poll on any question is demanded by not less than ten Members, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.

35.2 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman may direct.

36. A Member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Society have been paid.

37. There shall be no voting by proxy.

### **38. COMMITTEE OF MANAGEMENT**

38.1 The affairs of the Society shall be managed by a Committee of Management constituted as provided in Rule 39.

38.2 The Committee:

- a. shall control and manage the business and affairs of the Society;

- b. may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Society; and
- c. subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Society.

### **General Duties**

- (1) as soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

The Society 'Committee of Management Code of Conduct' must be adhered to.

### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

39.

### **39.1 The Officers of the Society shall be:**

- a. a President;
- b. a President-Elect;
- c. the Chairman of the Committee;
- d. the Senior Vice-Chairman of the Committee
- e. the Junior Vice-Chairman of the Committee

39.2 The President-Elect of the Society shall be elected from among the voting Members of the Society by the Committee prior to the Annual General Meeting in each alternate year and when elected shall hold office for two years commencing on the expiration of the forthcoming Annual General Meeting.

39.3 Upon the expiration of his term of office, the President-Elect shall become the President of the Society for the ensuing two years.

39.4 The President and the President-Elect shall be Members ex-officio of the Committee but shall not be entitled to vote at any Meetings thereof nor shall they be counted in forming a quorum thereat.

39.5 At a Meeting of the Committee to be held within 24 hours after the declaration of the poll referred to in Rule 27.3 (c) each year, the Committee shall elect from its Members a Chairman, a Senior Vice-Chairman and a Junior Vice-Chairman to hold office for the ensuing year.

39.6 In the event that the office of President shall other than in the usual course become vacant, the President-Elect shall become President and shall subject to these Rules hold office for the balance of his predecessors term and then for his normal two year term.

39.7 In the event that the Office of President-Elect shall other than in the usual course become vacant then the Committee shall elect a voting Member of the Society to the Office and the Member so elected shall, subject to these Rules, hold office for the balance of his predecessor's term.

39.8 Subject to Section 23 of the Act, the Committee shall consist of twelve Members being:

- a. the Officers of the Society referred to in sub-clause 39.1(c), (d) and (e), and
- b. 9 ordinary Members - each of whom shall be elected to the Committee at Annual General Meetings of the Society as in these Rules provided.

39.9 A Member of the Committee shall, subject to these Rules, hold office until the close of the second Annual General Meeting next after the date of his election but is eligible for re-election.

- 39.10 At the first Annual General Meeting of the Society held after its incorporation, six Members of the Committee (who shall be selected at random by the Chairman of that Meeting) shall retire but shall be eligible for re-election.
- 39.11 In the event that the office of Chairman, Senior Vice-Chairman or Junior Vice-Chairman shall other than in the usual course become vacant (but not that person's membership of the Committee) then the vacant office shall be filled by the Committee electing one of its Members to that Office. The Member elected to the vacant office shall subject to these Rules hold office for the balance of his predecessor's term.
- 39.12 In the event of a casual vacancy occurring in the Committee (as distinct from an office of the Society only) it may be filled at the discretion of the Committee.

If the Committee chooses to fill the vacancy it may do so be either -

- a. a by-election to which the provisions of Rules 40.1 shall apply (with a date fixed by the Committee instead of the date of the Annual General Meeting being the date for declaration of the poll and the provisions as to notice and the like relating to that date); or
  - b. declaring the highest polling losing nominee from the previous Annual election as elected and so on until the vacancy is filled and the Member elected to office shall subject to these Rules hold office until his predecessors term would have expired in accordance with sub-clause 9; or
  - c. inviting an eligible member of the Society to fill the casual vacancy.
  - d. If the position of Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises and notify CAV (Consumer Affairs Victoria) of that appointment.
- 39.13 All Members of Committee shall be eligible for re-election upon the expiration of their terms.

40.

40.1 Nominations of candidates for election as members of the Committee:

- a. Nominees for the Committee must be a natural person aged 21 years or older and have been a member of the Society for at least the 5 years prior to election as a member of the Committee
  - b. shall be made in writing, signed by two nominators, being voting Members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and;
  - c. shall be delivered to the Secretary of the Society not less than 45 days before the date fixed for the holding of the Annual General Meeting; and
  - d. may be made by any voting Member of the Society.
- 40.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the highest polling losing nominees from the previous Annual Election shall in order be deemed to be elected until, if possible, all vacancies are filled. No nominations in respect of any vacancy shall be received at the Annual General Meeting.
- 40.3 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.
- 40.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held. Voting methods may be electronic or paper or a combination of the two.
- a. a ballot form giving in alphabetical order the names of all Members duly nominated as candidates and the number of vacancies to be filled shall be provided to all voting Members with the Notice of the Annual General Meeting;
  - b. any voting Member wishing to exercise his right to vote shall mark in the squares provided on the supplied ballot form, next to the names of each duly nominated candidate a number

commencing at one (1) against the name of the candidate for which the person has the highest voting preference followed by sequential numbers in order of that persons preference for each of the other candidates and return / submit the completed ballot form to the Office of the Society;

- c. The ballot shall close at 5 pm four days prior to the Annual General Meeting. All ballot forms received at the office of the Society shall as soon as possible thereafter be viewed by the Secretary (or the Member appointed by the Committee under sub-clause 4 (a) and the valid votes counted by preferential system before the commencement of the relevant Annual General Meeting by the Secretary or that person and two scrutineers appointed by the Committee for that purpose.

#### **41. VACANCY OF COMMITTEE MEMBERSHIP**

- 41.1 For the purpose of these Rules, the office of Committeeman (whether an officer of the Society or an ordinary Member of the Committee) becomes vacant if:
  - a. he ceases to be a Member of the Society
  - b. he may resign from the Committee by written notice addressed to the Committee.
  - c. a person ceases to be a committee member if he -
    - i. ceases to be a member of the Association; or
    - ii. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
    - iii. otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note:- A Committee member may not hold office if they do not reside in Australia.**

#### **42. PROCEDURE OF COMMITTEE**

- 42.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- 42.2 Special Meetings of the Committee may be convened by the Chairman either Vice-Chairman or by any 4 of the Members of the Committee.

#### **43. NOTICE OF MEETINGS**

- 43.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting specifying the general nature of the business to be transacted but other business may be transacted at a Meeting by leave of the Meeting.
- 43.2 Notice may be given of more than one committee meeting at the same time.
- 43.3 The notice must state the date, time and place of the meeting.
- 43.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 43.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **44. URGENT MEETINGS**

- 44.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 43 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 44.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 44.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **45. PROCEDURE AND ORDER OF BUSINESS**

- 45.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 45.2 The order of business may be determined by the Members present at the meeting.

## **46. USE OF TECHNOLOGY**

- 46.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 46.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule 46.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 46.3 Any 6 members of the Committee constitute a quorum for the transaction of the business of a Meeting of the Committee.
- 46.4 No business shall be transacted 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 shall stand adjourned to the same place and at the same hour on the same day in the following week.
- 46.5 At Meetings of the Committee:
- a. the Chairman or in his absence the Senior Vice-Chairman or in his absence the Junior Vice Chairman shall preside; or
  - b. if all such Officers are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside.
- 46.6 Questions arising at a Meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined on a show of hands or, if demanded by a Member, by a poll taken in such manner as the person presiding at the Meeting may determine.
- 46.7 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 and, in the event of an equality of votes on any question; the person presiding may exercise a second or casting vote.
- 46.8 Subject to sub-clause 46.4 the Committee may act notwithstanding any vacancy on the Committee.

## **47. SUB-COMMITTEES**

- 47.1 The Committee shall have power to delegate all or any of its powers to a Sub-Committee and upon such terms as it thinks fit and may at any time revoke or vary the terms of such delegation.
- 47.2 The Chairman of the Committee of Management shall be ex-officio a Member of every Sub-Committee. Any voting Member of the Society may be appointed to a Sub-Committee.
- 47.3 A Sub-Committee shall have not more than seven members, EXCLUDING the Chairman ex-officio, unless approved by Committee of Management.
- 47.4 Any three Members of a Sub-Committee constitute a quorum for the transaction of the business of a Sub-Committee. The Chairman shall not be counted in determining whether a quorum is present or not.
- 47.5 Sub-Committees include Regional Promotion Groups (RPGS) and Show Committees.
- 47.6 The Rules relating to the procedure of the Committee shall save as specifically varied apply mutatis mutandis to the procedure of a Sub-Committee.
- 47.7 A unanimous vote by the Committee of Management is required to remove funds from any Regional Promotional Group or Sub Committee Accounts.

## **48. CONFLICT OF INTEREST**

- 48.1 A committee member who has a material personal interest in a matter being considered at a committee

meeting must disclose the nature and extent of that interest to the Committee.

**48.2 The Member -**

- a. must not be present while the matter is being considered at the meeting; and
- b. must not vote on the matter.

**Note:** Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a Member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

**48.3 This rule does not apply to a material personal interest –**

- a. that exists only because the Member belongs to a class of persons for whose benefit the Society is established; or
- b. that the Member has in common with all, or a substantial proportion of, the members of the Society.

**49. REMOVAL OF A COMMITTEE MEMBER**

The Society in General Meeting may by special resolution remove any Member of the Committee before the expiration of his term of office and appoint another Member in his stead to hold office until the expiration of the term of the first-mentioned Member. (Reference 39.9).

**50. SECRETARY**

The Committee shall appoint a Secretary who shall under its direction keep Minutes of all General Meetings of the Society and of the Committee, a Register of Members as prescribed by Rule 14 and records of all parades, shows, awards and such other matters as the Committee may from time to time direct. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association. The Secretary is an employee of the Society.

**51.**

**51.1 The Secretary:**

- a. shall collect and receive all monies due to the Society and make all payments authorised by the Society, and
- b. shall ensure that the financial records of the Society are kept in accordance with the Act; and  
  
(b) shall coordinate the preparation of the financial statements of the Society and their certification by the Committee prior to their submission to the annual general meeting of the Society.

51.2 All accounts, records, books, documents and securities of the Society shall be available, at an agreed time, for inspection by any Member of the Society upon request.

**52. CHEQUES ETC.**

All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments shall be signed / authorised by any two of four elected Members but only when such instrument is authorised by the Committee or nominated Committee of Management person.

**53. COMMON SEAL**

53.1 The Common Seal of the Society shall be kept in the custody of the Secretary at the office of the Society.

53.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signature of two Members of the Committee, one of whom shall be the Chairman or Senior Vice-Chairman.

## **54. ALTERATION OF RULES**

- 54.1 The Society may by special resolution alter these Rules of the Society.
- 54.2 For the purposes of these Rules, a resolution is a special resolution if it is passed by a majority of not less than three fourths of such members of the Society (as being entitled under these Rules to do so) who vote in person at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution was given in accordance with these Rules.

## **55. NOTICES**

- 55.1 A notice may be served by or on behalf of the Society upon any Member either personally or by sending it by email or facsimile transmission or post to the Member at his address shown in the Register of Members.
- 55.2 Where a document is properly addressed, prepaid and posted to a person as a letter, or by email or facsimile transmission the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the notice would have been delivered in the ordinary course of email or facsimile transmission or post.

## **56. DISPOSAL OF ASSETS**

- 56.1 The income and property of the Society whilst incorporated shall be used and applied solely in the promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by ways of profit to or amongst the Members of the Society PROVIDED that nothing in these Rules contained shall prevent the payment in good faith of interest to any Member in respect of moneys advanced by him to the Society or otherwise owing by the Society to him or of remuneration of any officers or servants of the society or to any Member of the Society or other person in return for any services actually rendered to the Society PROVIDED FURTHER that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society or the provision of services to a Member to which he would be entitled in accordance with the purposes if he were not a Member.
- 56.2 Notwithstanding the provisions of sub-clause 1, the remaining assets of the Society in the event of the winding-up of the Society, shall not be paid or distributed among the Members of the Society, but shall given or transferred to some other institution having objects similar to those of the Society and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Society by virtue of sub-clause 1 of Rule 56.

Note: Refer to CAV Model Rules and the Act regarding winding up of Association .

## **57. THE STUD BOOK**

- 57.1 The Society shall maintain a Stud Book and the Committee may from time to time make by-laws governing the registration of ponies and cobs therein and for the production of pedigrees there from and for the registration by the Society of stud prefixes and brands and their use in the Stud Book and the fees to be paid in respect of and for such things. The power to make such regulations shall include the power to alter, amend or revoke any such regulations from time to time.
- 57.2 Applications for registration in the Stud Book shall be made in such manner as the Committee may from time to time prescribe and it may refuse any application without assigning any reason thereto. All such applications shall in the first instance be considered by an Editing Sub-Committee, which shall make recommendations thereon to the Committee.
- 57.3 The Committee may amend the Stud Book or cancel the registration of any animal therein and any decision made by it concerning any such matter or the Stud Book in general may be made as it thinks fit.

57.4 Only Full Members, Life Members and Honorary Life Members shall be entitled to register a stud prefix and/or stud brand with the Society.

## **58. RECORDS AND BOOKS**

Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, records, documents and securities of the Society and shall when required produce these to the Chairman of all General Meetings of the Society or of the Committee and shall deliver same to the Committee on demand or upon his ceasing to be Secretary.

## **59. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

59.1 Members may on request inspect free of charge -

- a. the register of members;
- b. the minutes of general meetings
- c. subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings (Committee meeting minutes access only need be provided if the Committee wish to allow it).

**Note: See rule 14 for details of access to the register of members.**

59.2 The Committee may refuse to permit a Member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

59.3 The Committee must on request make copies of these rules available to Members and applicants for membership free of charge.

59.4 A member may make a copy of any of the other records of the Society referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

59.5 For purposes of this rule - ***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following -

- a. its membership records;
- b. its financial statements;
- c. its financial records;
- d. records and documents relating to transactions, dealings, business or property of the Society.

## **60. SOURCE OF FUNDS**

The funds of the Society shall be derived from Annual Subscriptions, registrations, donations and such other sources as the Committee determines.

## **61. PATRONS**

The Committee may appoint a Patron-in-Chief and a Patron of the Society.

**Welsh Pony and Cob Society of Australia Inc.**

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