

The Commonwealth Clydesdale Horse Society (Victorian Branch) Inc.

Registered No A 13677 F

1. Statement of Purposes
2. Index to Model Rules
3. Rules of Society

(In accordance with Associations Incorporation Act 1981)

Originally drawn up by Russell, Kennedy & Cook, Solicitors of Melbourne.

Retyped to reflect amendments, as at the 31st September 1999,
as requested by the Office of Fair Trading & Business Affairs.

ASSOCIATIONS INCORPORATION ACT 1981

Section 5 (b)

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is The Commonwealth Clydesdale Horse Society (Victorian Branch) Incorporated (hereinafter called “the Society”)
2. The purposes for which the Victorian Branch of the Society is established are:-
 - a) To maintain the purity and improve the breed of Clydesdale horses;
 - b) To collect, verify and publish information relating to Clydesdale horses;
 - c) To offer prizes at any shows for Clydesdale horses as the committee may decide;
 - d) To draw up a list of persons competent to act as judges of Clydesdales at shows;
 - e) To promote in any way not mentioned above the interest of breeders of Clydesdale horses;
 - f) To take over all or any of the assets and liabilities of the present unincorporated Victorian Branch of The Commonwealth Clydesdale Horse Society;
 - g) To purchase, hire, make or provide and maintain such equipment as if thought necessary for the promotion of Clydesdale horses;
 - h) To purchase, take on or lease or in exchange or otherwise acquire and lands, buildings, easements or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Society and to sell, demise, mortgage, give in exchange or dispose of the same and to make improvements to the same and to construct and erect such buildings and works thereon as may be thought desirable for this purpose;
 - i) To hire and employ secretaries, clerks, managers, servants and workmen and to pay to them, their beneficiaries or successors, and to other persons in return for services rendered to the Society, salaries, wages, gratuities and pensions;
 - j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - k) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined;
 - l) To borrow or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society or mortgage or charge upon all or any part of the property of the Society;
 - m) 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, in the shape of donations, annual subscriptions or otherwise;
 - n) To do all such other lawful things as are incidental or conducive to the attainment of the above purposes and the exercise of the powers of the Society.

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(VICTORIAN BRANCH) INCORPORATED RULES

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ASSOCIATIONS INCORPORATION ACT 1981

RULES OF
THE COMMONWEALTH CLYDESDALE HORSE SOCIETY
(VICTORIAN BRANCH) INCORPORATED

NAME

1. The name of the incorporated association is **THE COMMONWEALTH CLYDESDALE HORSE SOCIETY (VICTORIAN BRANCH) INCORPORATED.**

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:-
“**Committee**” means the Committee of Management of the Victorian Branch of the Society.
“**Financial Year**” means the year ending 30th June.
“**General Meeting**” means a general meeting of members convened in accordance with Rule 16.
“**Member**” means a member of the Victorian Branch of the Society.
“**Ordinary Member of the Committee**” means a member of the Committee who is not an officer of the Victorian Branch of the Society under Rule 24.
“**The Act**” means the Associations Incorporation Act 1981.
“**The Regulations**” means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Society is a reference to:-
 - (a) where a person holds office under these Rules as secretary of the Victorian Branch of the Society - to that person; and
 - (b) in any other case, to the public officer of the Branch.
- (3) 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.

OBJECTS

3. The Society is established for the purposes expressed in the Statement of Purposes and particularly to maintain the purity and improve the breed of Clydesdale Horses and to promote the interests of breeders of Clydesdale Horses.

AFFILIATION

4. The Victorian Branch is affiliated with the other Branches in forming “The

Commonwealth Clydesdale Horse Society” and the agreement entered into as to the constitution and finances of that body is binding on the members.

MEMBERSHIP & ANNUAL SUBSCRIPTIONS

5. There shall be no entrance fee.
6. Any person interested in the breeding of Clydesdales desiring to become a member of the Society shall forward their name and address and application for membership, together with the amount of annual subscription as set from time to time by the Federal Council, to the Federal Secretary of the Society, and, on receiving the Registrars acknowledgment, shall become possessed of the rights and privileges of the membership until the expiry of the then current financial year, if subject to the approval of the Federal Council, which may if deemed advisable, decline to receive any person as a member without assigning any reason thereafter. Each member shall be entitled to a gratis copy of each volume published after they join the Society and whilst they remain a financial member.

[as amended 17/9/88]
7. No member whose subscription is in arrears shall be entitled to vote at any meeting, be elected to any office, or enter animals in the Stud Book.
8. Any member of the Society who, in the opinion of the Federal Council, may be guilty of misrepresentation, deception, fraud or improper conduct in relation to the registry, entry in the Stud Book, ownership, age, record, sale or exhibition of any animal, or who may, in the opinion of the Federal Council, be guilty of any conduct or practice unbefitting a member of the Society, or calculated to discredit the Society, may, after due enquiry, at which such member shall be entitled to be present for the purpose of making any statement in his or her own defence, be declared by the Federal Council to have forfeited their membership, and the said Council may, in its uncontrolled discretion cancel the registration of any or all animals appearing as this persons property in the Stud Book.
9. Members must conform to all rules and regulations, and accept decisions of the Committee without recourse to law.

REGISTER OF MEMBERS

10. The Secretary shall keep a copy of the register of members, as supplied by the Registrar, in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

[as amended 18/9/99]

RESIGNATION & EXPULSION OF MEMBERS

11.
 - (1) Any member wishing to resign their membership must do so by written notice to the Federal Secretary of the Society, but no such resignation shall relieve any member from payment of any back subscriptions or other moneys due by them to the Society at the time of such resignation.
 - (2) Any member who shall be in arrears six (6) months shall cease to be a

member.

- (3) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

12. Any member whose conduct in any respect shall be deemed derogatory or prejudicial to the interest of the Branch or Society, may be expelled by the resolution of the Committee to that effect, twenty-one (21) days notice by registered post of the intention to move such resolution shall be sent to every member of the Committee and to the member whose removal is sought, and the latter shall be entitled to be present at the Committee Meeting for the purpose of making any statement in his or her own defence, but if this person happen to be a member of the Committee they shall not be entitled to vote.

ANNUAL GENERAL MEETING

13. (1) The Victorian Branch of the Society shall in each calendar year convene an Annual General Meeting of its members.
(2) The Annual General Meeting of members shall be held during the Royal Melbourne Show.
(3) All meetings shall be held at the office of the Victorian Branch, or where
the Committee shall decide.
(4) At the Annual General Meeting eight shall for a quorum.
(5) A balance sheet showing the financial position of the Victorian Branch shall be submitted to the Annual General Meeting, and a copy sent to each member prior to such meeting.
(6) Delegates to the Federal Council of the Branch shall be appointed at the Annual General Meeting.

SPECIAL GENERAL MEETING

14. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
15. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Victorian Branch.
(2) The Secretary shall, on the requisition in writing of ten members, convene a Special General Meeting of the Victorian Branch.
(3) At a Special General Meeting of members, eight shall form a quorum.

NOTICE OF MEETING

16. (1) The Secretary of the Victorian Branch shall, at least fourteen (14) days before the date fixed for holding a General Meeting of the Branch, cause to be sent to each member of the Branch at the address appearing in the

register of members, a notice by prepaid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (2) 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.

PROCEEDINGS AT MEETINGS

17.
 - (1) All business that is transacted at a Special Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
 - (2) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
 - (3) In the event of a quorum not being present within half an hour of the time appointed for calling the Annual or any Special General Meeting, the President, or one of the Vice-Presidents, or by resolution on of those present, shall postpone the meeting to such time and date as may be considered suitable.
18.
 - (1) The President, or in their absence, one of the Vice-Presidents shall preside as Chairperson at each General Meeting of the Branch.
 - (2) If the President and the Vice-Presidents are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
19. A question arising at a General Meeting of the Association shall be determined on show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Branch is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
20.
 - (1) Upon any question arising at a General Meeting of the Branch, a member has one vote only.
 - (2) All votes shall be given personally or by proxy.
21. A member is not entitled to vote at any General Meeting unless all moneys due and payable by them to the Branch have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
22. Each member shall be entitled to appoint another member as their proxy by notice given to the Secretary.

COMMITTEE OF MANAGEMENT

23. (1) The affairs of the Victorian Branch shall be managed by a Committee of Management constituted as provided in Rule 24.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Branch;
 - (b) shall have power to make regulations for the conduct of the affairs of the Branch and may deal with any question not provided for by the Rules, and may appoint sub-committees for any purpose, but the Rules must not be altered save at the Annual General Meeting, or a Special General Meeting called for that purpose;
 - (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 Branch;
 - (d) shall have the decision on all matters affecting the working of the Branch and shall be final, and the Chairperson to have a casting vote in addition to his vote as a member of the Committee;
 - (e) may co-opt any person or persons whose services are deemed to be of special value in carrying out the objects of the Branch; and
 - (f) may elect as an honorary member any person whom it shall consider to have advanced the interest of the breed.
24. (1) The officers of the Victorian Branch shall be:-
- (a) a President;
 - (b) two Vice-Presidents; [as amended 17/9/88]
 - (c) a Secretary; [as amended 19/9/98]
 - (d) a Treasurer. [as amended 19/9/98]
- (2) The provisions of Rule 26 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Victorian Branch shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
25. (1) Subject to Section 24 of the Act, the Committee shall consist of:-
- (a) a President;
 - (b) two Vice Presidents; and
 - (c) seven ordinary members - each of whom shall be elected at the Annual General Meeting of the Branch each year; and
 - (d) a Treasurer; and (subject to Sec 30 of the Act)
 - (e) a Secretary (subject to Sec 29 of the Act)

- both of whom shall be elected at the Committee Meeting following the Annual General Meeting in each year. [as amended 18/9/99]
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Branch to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment.

ELECTION OF OFFICERS & VACANCY

26.
 - (1) The Committee shall be elected at the first meeting and thereafter annually by members of the Branch present at the Annual General Meeting.
 - (2) Nominations of candidates for election as President or Vice Presidents of the Branch or as ordinary members of the Committee:- [as amended 18/9/99]
 - (a) shall be made in writing, signed by two members of the Branch and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Victorian Branch.
 - (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall 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 shall be held.
 - (6) The ballot for the election of officer and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
27. For the purposes of these Rules, the office of an officer of the Branch or of an ordinary member of the Committee becomes vacant if the officer or member:-
 - (a) ceases to be a member of the Branch;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
 - (c) resigns their office by notice in writing given to the Secretary; or
 - (d) shall be absent from three consecutive meetings of the Committee without leave having been attained.

PROCEEDINGS OF COMMITTEE

28.
 - (1) The Committee shall meet as often as it is deemed expedient at such place and such times as the Committee may determine.

- (2) Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (3) At meetings of the Committee:-
 - (a) the President or on his absence on of the Vice-Presidents shall preside; or
 - (b) if the President and the Vice-Presidents are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (4) Written notice of each committee meeting with particulars of business to be transacted thereat shall be served on each member of the Committee by delivering it to him seven days before the meeting.

SECRETARY

29. (1) The Committee shall appoint a Secretary, and fix the amount of salary to be paid to that officer.
- (2) The Secretary shall be corresponding officer of the Victorian Branch.
- (3) The Secretary shall be subject to the direction, through the President, of the Committee and shall be responsible for the carrying out of all acts, decisions and transactions determined on by the Committee.
- (4) The Secretary shall issue notices of all meetings and shall send a written or printed copy by mail to the postal address of each member entitled to such notice, setting forth the matters to be discussed.
- (5) The Secretary shall be responsible for the records of cash ,securities and financial records belonging to the Branch, as supplied by the Treasurer.
[as amended 18/9/99]
- (6) The Secretary of the Branch shall keep minutes of the resolutions and proceedings of each General Meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

30. (1) The Committee of the Victorian Branch shall appoint a Treasurer, who:-
 - (a) shall collect and receive all moneys due to the Branch and make payments authorized by the Branch; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Branch with full details of all receipts and expenditure connected with the activities of the Branch.
[as amended 19/9/98]
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.
- (3) All accounts shall be audited annually by such person or persons as the Committee shall appoint.
- (4) The Treasurer shall be responsible for the cash and securities belonging to the Branch.
[as amended 18/9/99]

REMOVAL OF MEMBER OF COMMITTEE

31. (1) The Victorian Branch in general meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the firstmentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Branch (not exceeding a reasonable length) and requests that they be notified to the members of the Branch, the Secretary or the President may send a copy of the representations to each member of the Branch or, if they are not to be sent, the member may require that they be read out at the meeting.

CHEQUES & ACCOUNTS

32. (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed co-jointly, by any two of, the President, Secretary, Treasurer or Public Officer. [as amended 18/9/99]
- (2) All accounts shall be paid by cheque.
- (3) All moneys shall be banked where the Committee shall direct.

SEAL

33. (1) The common seal of the Victorian Branch shall be kept in the custody of the Secretary.
- (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 signatures either of two members of the Committee or of one member of the Committee and of the Secretary.

ALTERATION OF RULES & STATEMENT OF PURPOSES

34. These Rules and the Statement of Purposes of the Victorian Branch shall not be altered except in accordance with the Act.

NOTICES

35. (1) A notice may be served by on behalf of the Victorian Branch upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.
- (2) Where a document is properly address, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have

been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

36. In the event of the winding up or the cancellation of the incorporation of the Victorian Branch, the assets of the Branch shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

37. Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Victorian Branch.

FUNDS

38. The funds of the Victorian Branch shall be derived from annual subscriptions, donations, registration fees and such other sources as the Committee determines.

GRIEVANCE PROCEDURE

39. (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 Victorian Branch.
- (2) The dispute must be lodged in writing with the Secretary of the Branch.
- (3) The Committee Members are to be advised by the Branch Secretary of the dispute within 14 days of receipt of the written complaint to clearly determine if the matter relates to the State or Federal Branch of the Society.
- (4) If the matter is determined to be a: -
- (a) Federal matter - the lodging party is to be advised within 30 days of receipt of the written complaint;
 - (b) State matter - the lodging party, other parties to the dispute and the Committee must meet to discuss the matter of the dispute, and if possible, resolve the dispute prior to or at the next scheduled Committee Meeting.
- (5) If the parties are unable to resolve the dispute, a meeting must be held in the presence of a mediator, who: -
- (a) shall be a person chosen by agreement of both parties;
 - (b) can be appointed or employed by the Dispute Settlement Centre of Victoria;
 - (c) shall not be party to the dispute;

- (d) shall give the parties to the mediation process every opportunity to be heard;
 - (e) shall allow due consideration by all parties of any written statement submitted by any party;
 - (f) shall ensure that natural justice is accorded to the parties to the dispute throughout the mediation process;
 - (g) shall not determine the dispute.
- (6) If the mediation process does not result in the resolution of the dispute, the parties may seek to resolve the dispute in accordance with the ACT otherwise at law.