



# **ACE Group Inc.**

## **CONSTITUTION**

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## Constitution of the ACE Group Inc.

### 1 Interpretation

(1) In these rules –

The **ACE Breeding Program** means the breeding program undertaken in accordance with the requirements outlined in Provision 1 – ACE Warmblood Breeding Program;

**Act** means the *Associations Incorporation Act 1981* (referred to as the Act in this document);

**Breeding Programs** means the breeding programs conducted in accordance with Provision 1, Provision 2, Provision 3 and any other breeding program developed by the Association from time to time;

**Present** means:

- (a) At a management committee meeting, see rule 29(6); or
- (b) At a general meeting, see rule 43(2).

**Provision 1** means the breeding program for the Australian Warmblood ACE;

**Provision 2** means the breeding program for the ACE Performance Pony;

**Provision 3** means the breeding program for the Small Performance Horse; and

**WBSFH** means the international organisation known as the World Breeding Federation for Sport Horses.

- (2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 2 Name

The name of the incorporated association is ACE Group Inc.

### 3 Objects

The objects of the association are as follows:

- (a) To maintain studbooks that register horses that are bred for the three Olympic disciplines (showjumping, dressage and eventing) which are of the 'Warmblood' type.
- (b) To provide horse breeders and riders especially those interested in 'Warmbloods' with information and assistance that is objective, non-parochial and comprehensive, in order to eliminate confusion and help raise Australian breeding standards to an international level.
- (c) To stimulate interest and effectiveness in quality control of Warmblood horses and other breeds suited to the equestrian sport by:
  - i. Maintaining an Australian Warmblood ACE studbook and register according to the ACE Breeding Program, as well as in accordance with the highest international standards set by the WBSFH;
  - ii. Providing objective and comprehensive advice and assistance to ACE breeders and members on questions concerning the breeding and keeping of ACE registered

- horses, with an aim of raising Australian breeding standards towards leading international levels;
- iii. Stimulating quality control and improving breeding measures of the Australian ACE horse by encouraging breeders to participate in the yearly ACE Breeding Inspection and Assessment Tour with an overseas expert;
  - iv. Providing breeders and members with up-to-date, regular informative records and publications;
  - v. Supporting Australian competitors and competitions nationally and internationally in the three Olympic disciplines of dressage, showjumping and eventing and nationally in the discipline of showing;
  - vi. Establishing a specialised communication and marketing platform for and around the ACE horse / pony and breeding programs; providing relevant information and documents as well as services to the breeders and members. This platform will enable access to a wide international network and aims to promote the Australian bred and ACE registered horse / pony;
  - vii. Further promoting these objects of ACE in any matter ACE considers appropriate and do all such lawful things as are incidental or conducive to the attainment of the objects listed above.
- (d) To develop and maintain the ACE Breeding Programs.

## 4 Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example –
  - a. Enter into contracts, and
  - b. Acquire, hold, deal with and dispose of property, and
  - c. Make charges for services and facilities it supplies, and
  - d. Do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may take over the funds and other assets and liabilities of the Australian Continental Equestrian Group Trust.
- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Class of members

- (1) The membership of the association consists of any of the following classes of members:
  - (a) **Ordinary Members** who are any persons interested in the Australian Warmblood ACE horses and who wish to support and promote the objectives of ACE. Ordinary members are entitled to vote at all general and special meetings;
  - (b) **Associate Members** who do not own or lease an Australian Warmblood ACE horse but support the endeavours of ACE. Associate members do not have voting rights at meetings of ACE and may not be elected onto the management committee.
  - (c) **Life members** who are unanimously elected as such by the management committee due to outstanding merits for the breed. Life members have voting rights and can be elected into the management committee. The membership is free, however, all other services must be paid as per the fee schedule of ACE, unless the management committee decides otherwise.
- (2) The number of all classes of members is unlimited.

## 6 Automatic membership eligibility

Upon the incorporation of the Association, all persons who were 'ACE Group Subscribers' of the group operated by the Australian Continental Equestrian Group Pty Ltd as trustee for the Australia Continental Equestrian Group Trust will be eligible for Ordinary Membership.

## 7 New membership

An applicant for membership of the association must complete the application form specified by the management committee and submit it to the management committee.

## 8 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)
  - (a) Is the amount decided by the members at a general meeting, and
  - (b) Is payable when, and in the way that the management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

## 9 Admission and rejection of new members

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives
  - (a) An application for membership, and
  - (b) The appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person's application, the person is advised
  - (a) Whether or not the association has public liability insurance; and
  - (b) If the association has public liability insurance, the amount of the insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership for which they applied.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## 10 When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at
  - (a) The time the notice is received by the secretary, or
  - (b) If a later time is stated in the notice, the later time.
- (3) The management committee may terminate a member's membership if the member
  - (a) Is convicted of an indictable offence, or
  - (b) Does not comply with any of the provisions of these rules, or
  - (c) Has membership fees in arrears for at least two (2) months, or
  - (d) Conducts himself/herself in a way considered to be injurious or prejudicial to the character or interests of the association, or
  - (e) Is involved in serious violations against animal welfare standards, or
  - (f) Fails to conform with the Breeding Programs, or
  - (g) Does not adhere to sound breeding practices (with reference to accepted veterinary and animal welfare standards).
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## 11 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must present this at the next general meeting, where the appeal will be decided.

## 12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held at the next general meeting after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

- (5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## 13 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member:
  - (a) The full name of the member
  - (b) The postal or residential address of the member
  - (c) The date of admission as a member
  - (d) The date of death or time of resignation of the member
  - (e) Details about the termination or reinstatement of membership
  - (f) Any other particulars the management committee or the members at a general meeting decide.

## 14 Prohibition on use of information on register of members

- (1) A member of the association must not
  - a. Use information obtained from the register of members of the association to contact, or send material to, another member of the association for advertising for political, religious, charitable or commercial purposes, or
  - b. Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the association.

## 15 Additional rights and duties of members of ACE

- (1) All ACE members are entitled to the benefits, resources and online platform of ACE. ACE members are encouraged to engage in the ACE Breeding Program including the yearly ACE Breeding Inspection and Assessment Tour. Members with ACE registered horses are entitled to participate in ACE breeding and performance shows held by ACE. Members of ACE are encouraged to put forward motions, proposals or suggestions which must be in the interest of a positive development of the ACE Breeding Program and agree with the objectives of ACE.
- (2) Members are obliged to
  - (a) Pay dues and levies, the amount of which is determined by ACE, if applicable, in accordance with the rules and regulations, communicated on the ACE website and within the appropriate form,



- (b) Observe and act in accordance with the provisions of the ACE constitution and any other relevant rules and regulations,
- (c) Upon request provide information required by ACE to fulfil its obligations and allow breeding records to be inspected.

## 16 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is
  - (a) A member of the association elected by the association as secretary, or
  - (b) Any of the following persons appointed by the management committee as secretary:
    - (i) A member of the association's management committee,
    - (ii) Another member of the association, or
    - (iii) Another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after incorporation.
- (3) If a vacancy occurs in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy occurs.
- (4) If the management committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in sub-rule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule, **casual vacancy** on the management committee, means a vacancy that occurs when an elected member of the management committee resigns, dies or otherwise stops holding office.

## 17 Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary
- (2) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 16(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 16(5), the person remains a member of the management committee

## 18 Functions of secretary

The secretary's functions include, but are not limited to:

- (a) Calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association, and
- (b) Keeping minutes of each meeting.

## 19 Appointment of the ACE Breed Director

- (1) The management committee must employ a person as the ACE Breed Director. Any member of the management committee may nominate a person for the role and the management committee must vote upon the appointment.
- (2) The ACE Breed Director may attend management committee meetings in an advisory function but does not have a voting right.
- (3) If a vacancy occurs in the position of ACE Breed Director, the members of the management committee must ensure an ACE Breed Director is appointed for the association within three (3) months after the vacancy occurs.
- (4) During any vacancy, the management committee must ensure the efficient running of the ACE Breeding Program in accordance with the relevant provisions and any other applicable rules and regulations.

## 20 Profile of the ACE Breed Director

The ACE Breed Director must have:

- Proven equine breeding knowledge
- Satisfactory computer skills
- Excellent leadership skills
- Enthusiasm about the ACE breeds
- Outstanding communication skills

## 21 Removal of the ACE Breed Director

The management committee may terminate the employment of the ACE Breed Director in accordance with the applicable laws and regulations.

## 22 Functions of the ACE Breed Director

- (1) Duties of the ACE Breed Director include, but are not limited to, breed management in accordance with the appropriate Breeding Programs, of:
  - The Australian Warmblood ACE, and
  - ACE Performance Pony, and

- ACE Small Performance Horse, in accordance with Provision I to III, and
  - The ACE Performance Horse.
- (2) The ACE Breed Director is authorised to use the association's common seal and run the day to day operations of the ACE studbooks in accordance with any direction given by the management committee, which includes keeping copies of all correspondence and other documents relation to the association.
- (3) The ACE Breed Director reports to the management committee and must provide horse and pony registration numbers at least four (4) times a year or on request of the management committee.

## 23 Membership of management committee

- (1) The management committee of the association consists of
- (a) President,
  - (b) Vice President,
  - (c) Secretary,
  - (d) Treasurer, and
  - (e) Three (3) other members, of which one must be appointed specifically to represent the interests of the Australian Warmblood ACE and one must be appointed specifically to represent the interest of the ACE Performance Pony.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 16(1)(b)(iii), must be a member of the association.
- (3) Each committee member serves for a term of five (5) years, except for the committee members who are elected at the date of incorporation of the association, and whose terms will end in accordance with this clause. To ensure continuity of the committee, the election of the management committee members takes place as follows:
- (a) The first election for the position of President will take place after the association has been incorporated for at least 12 months. Each subsequent election for the position of President will take place the following year after the election in (e) below,
  - (b) An election for the position of Vice President will take place the following year after the election in (a) above,
  - (c) An election for the positions of Secretary and the management committee member who is appointed to represent the interests of the Australian Warmblood ACE will take place the following year after the election in (b) above,
  - (d) An election for the positions of Treasurer and the management committee member who is appointed to represent the interests of the ACE Performance Pony will take place the following year after the election in (c) above, and
  - (e) An election for the position of the management committee member (who has not been appointed to represent any specific interests) will take place the following year after the election in (d) above.
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 26.
- (5) The ACE Breed Director may not be elected as a member of the management committee; however, they are entitled to participate in meetings in an advisory capacity.

## 24 Electing the management committee

- (1) A member of the management committee may only be elected as follows:
  - (a) Any two members of the association may nominate another member (the **candidate**) to serve as a member of the management committee,
  - (b) The nomination must be
    - i. In writing, and
    - ii. Signed by the candidate and the members who nominated him/her, and
    - iii. Given to the secretary at least 14 days before the annual general meeting at which the election is to be held,
  - (c) Each member of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee,
  - (d) The nominee may vote for him or herself,
  - (e) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person
  - (a) Is an adult, and
  - (b) Is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be published via the ACE website for at least seven (7) days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised
  - (a) Whether or not the association has public liability insurance, and
  - (b) If the association has public liability insurance, the amount of the insurance.

## 25 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at –
  - a. The time the notice is received by the secretary; or
  - b. If a later time is stated in the notice – the later time.
- (3) A member may be removed from office at a general meeting of the association if a 75% majority of the members present and eligible to vote at the meeting vote in favour of removing the member. As outlined under sub rule 23, 3a, only one third of the management committee may be removed at the same time.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause as to why he or she should not be removed from office.

- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## 26 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 23(1) as a quorum of the management committee, the continuing members may act only to
  - a. Increase the number of management committee members to the number required for a quorum; or
  - b. Call a general meeting of the association.

## 27 Functions of management committee

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
  - a. If required, correspondence within committee meetings is to remain confidential.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the association's rules are inconsistent with the Act – see section 1B of the Act.
- (3) The management committee may exercise the powers of the association:
  - a. To borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - b. To secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - c. To purchase, redeem or pay off any securities issued; and
  - d. To borrow amounts from members and pay interest on the amounts borrowed; and
  - e. To mortgage or charge the whole or part of its property; and
  - f. To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - g. To provide and pay off any securities issued; and
  - h. To invest in a way the members of the association may from time to time decide.
- (4) For sub rule (3)(d), the rate of interest must be not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –

- a. The financial institution for the association; or
- b. If there is more than one financial institution for the association, the financial institution nominated by the management committee

## 28 Intentionally deleted

## 29 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate, including meetings which may be held via electronic means or by way of phone conference.
- (2) The management committee must meet at least once every four (4) months to exercise its functions
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at the management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

## 30 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee –
  - a. The meeting is to be adjourned for at least one day; and
  - b. The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### 31 Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state –
  - a. why the special meeting is called; and
  - b. the business to be conducted at the meeting.
- (4) A notice of a special meeting must state –
  - a. the day, time and place of the meeting; and
  - b. the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### 32 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book or a specific electronic file, used only for the purpose of minutes. One copy of this file must remain with the secretary, the second copy must be stored electronically at the ACE Studbook head office.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy. The document may be emailed and scanned for this purpose, if the meeting was held via electronic means or by way of phone conference.

### 33 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate, including meetings which may be held via electronic means or phone conferences.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **34 Acts not affected by defects or disqualifications**

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when-
  - a. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - b. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

### **35 Resolutions of management committee without meeting**

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by one or more members of the committee.

### **36 First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year and may be held via electronic means or phone conference.

### **37 Subsequent annual general meetings**

Each subsequent annual general meeting must be held

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year

and may be held via electronic means or phone conference.

### **38 Business to be conducted at annual general**

Business to be conducted at an annual general meeting of Level 1 incorporated associations and particular Level 2 and 3 incorporated associations:

- (1) This rule applies only if the association is:
  - a. A level 1 incorporated association; or
  - b. A level 2 incorporated association to which section 59 of the Act applies; or
  - c. A level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
  - a. Receiving the association's financial statement, and audit report, for the last reportable financial year;



- b. Presenting the financial statement and audit report to the meeting for adoption;
- c. Electing members of the management committee;
- d. For a level 1 incorporated association, appointing an auditor or an accountant for the present financial year;
- e. For a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

### **39 Business to be conducted at annual general meeting of other level 2 incorporated associations**

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association:
  - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - b. presenting the financial statement and signed statement to the meeting for adoption;
  - c. electing members of the management committee;
  - d. appointing an auditor, an accountant or an approved person for the present financial year.

### **40 Business to be conducted at annual general meeting of other level 3 incorporated associations**

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association-
  - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - b. presenting the financial statement and signed statement to the meeting for adoption;
  - c. electing members of the management committee.

### **41 Notice of general meeting**

- (1) The secretary may call a general meeting of the association at any time as required.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.

- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

## 42 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## 43 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

## 44 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## 45 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
  - a. Being directed to call the meeting by the management committee; or
  - b. Being given a written request signed by:
    - i. At least 33% of the number of members of the management committee when the request is signed; or
    - ii. At least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1;
- (2) A request mentioned in sub rule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary:
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in sub rule (1)(b); or
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 46 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form:-

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_ as proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

- (2) The instrument appointing a proxy must –
  - a. If the appointor is an individual, be signed by the appointor or the appointor’s attorney properly authorised in writing; or
  - b. If the appointor is a corporation,
    - i. Be under seal; or
    - ii. Be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary, either by post, facsimile or electronic mail, before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the day of 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

## 47 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book or a specific electronic file, used only for the purpose of minutes. One copy of this file must remain with the secretary, the second copy must be stored electronically at the ACE Studbook office.
- (2) To ensure the accuracy of the minutes—

- a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
  - c. in case of electronic or phone meetings, the minutes may be distributed via email to be printed, signed and scanned back into an electronic form.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
- a. make the minute book / electronic file for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member electronic copies of the minutes of the meeting.
- (4) If the member requests paper copies of the minutes, the association requires the member to pay the reasonable costs of providing copies of the minutes.

## 48 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

## 49 Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be –
  - a. Kept securely by ACE Breed Director; and
  - b. Used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by the ACE Breed Director or by a member of the management committee.

## 50 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100.00 or more must be made by cheque or electronic funds transfer.
- (5) A cheque issued by an incorporated association must be signed by any two of the following individuals:
  - a. The president;
  - b. The secretary;

- c. The treasurer; or
  - d. Another member authorised by the management committee in accordance with rule (5A) below;  
Provided at least one of the individuals is the president, secretary or treasurer.
- (5A) The management committee may authorise up to three members to sign cheques issued in accordance with these rules at any one time.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
  - (7) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
  - (8) All expenditure above \$500 must be approved or ratified at a management committee meeting.

## 51 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- (3)

## 52 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association. For this purpose, all books, documents, instruments of title and securities of the association must be kept at the ACE head office if not otherwise specified by the management committee.

## 53 Financial year

The end date of the association's financial year is 30 June in each year.

## 54 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
  - a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity –
  - a. Having objects similar to the association's objects; and
  - b. The rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule – **surplus assets** see section 92(3) of the Act.