

# Notice of the Annual General Meeting

The Annual General Meeting of The Australian Stock Horse Society will be held on Saturday, 17th October 2020  
Commencing at 1pm at the Powerhouse Hotel by Rydges, 248 Armidale Road, East Tamworth

**Members must Pre-Register by Wednesday 14th October 2020 due to number restrictions with COVID-19.  
(Information on the process to Pre-Register will be sent to Members via separate communication)**

**Tea and Coffee on Arrival from 9.30am. Members Forum 10.00am to 12.00 noon.  
Lunch 12.00 noon. AGM commencing at 1.00pm**

## AGENDA

1. AGM Opening
2. Present
3. Apologies
4. Proxies
5. Confirmation of Minutes of the 2019 Annual General Meeting  
Motion 1: *Previous Minutes*
6. Matters Arising from the Minutes
7. Chairman's Report  
Motion 2: *Chairman's Report*
8. Treasurer's Report/Financial Report  
Motion 3: *Audited Financial Report*
9. Appointment of Auditors for 2020/2021  
Motion 4: *Appointment of Auditors*
10. Board of Directors' Election Results
11. Special Resolutions  
Alterations to Constitution of the Society:  
**Motion 5: The Board recommends that Section 1.2 (a) Definitions of the Constitution of the Society be amended from the following:**  
(a) **Subscription** means the subscription fee payable by a Member pursuant to clause 9.1(d).  
To:  
(a) **Subscription** means the subscription fee payable by a Member pursuant to clause 10.2(d).  
**Motion 6: The Board recommends that Section 3.1 Number of Directors of the Constitution of the Society be amended from the following:**  
(a) The Society must have ten (10) Directors to be known as the Board, at least two of which must reside in Australia, unless the Society in general meeting otherwise determines.  
(b) The said ten (10) Directors shall comprise Directors as follows:  
(i) Four (4) Directors each residing in New South Wales;  
(ii) Two (2) Directors each residing in South Queensland;  
(iii) Two (2) Directors residing in South Australia and/or Victoria and/or Tasmania;  
(iv) One (1) Director residing in Northern Queensland and/or Northern Territory; and  
(v) One (1) Director residing in Western Australia.  
(c) For the purposes of this clause 3.1(b) New South Wales shall be deemed to include the Australian Capital Territory.  
(d) The Directors shall be resident within the States/Territories or part thereof they seek to represent and shall be elected by the Members within their respective States/Territories or part thereof.  
To:  
(a) The Society must have ten (10) Directors to be known as the Board, unless the Society in general meeting otherwise determines.  
(b) The said ten (10) Directors shall comprise Directors as follows:  
(i) Four (4) Directors each residing in New South Wales;  
(ii) Two (2) Directors each residing in South Queensland;  
(iii) Two (2) Directors residing in South Australia and/or Victoria and/or Tasmania;  
(iv) One (1) Director residing in Northern Queensland and/or Northern Territory; and  
(v) One (1) Director residing in Western Australia.  
(c) For the purposes of this clause 3.1(b) New South Wales shall be deemed to include the Australian Capital Territory.  
(d) The Directors shall be resident within the States/Territories they seek to represent and shall be elected by the Members within their respective States/Territories.  
(e) **Notwithstanding the foregoing, a member shall be eligible to seek election to the Board in a State or Territory other than where they reside if they have been an active member of a Branch and/or Management Council within the relevant State or Territory for not less than five (5) years preceding the election. An endorsement by the relevant Branch/Management Council to that effect must be included on the candidate's nomination and shall be conclusive evidence of that fact.**

## Agenda Continued

**Motion 7: The Board recommends that Section 3.6 (a) of the Constitution of the Society be amended from the following:**

- (a) Each Director shall hold office for a term of three (3) years.
- (b) Thereafter, any retiring Director, if eligible, may be reconsidered by the Society to be nominated and re-elected as a Director.

**To:**

- (a) Each Director shall hold office for a term of three (3) years. **A Director is eligible to hold office for 3 consecutive terms, nine (9) years after which they are ineligible to hold office for one term, three (3) years. Where circumstances arise that no nominations for vacancies are received the Board shall fill the number of vacancies in accordance with clause 4.10.**
- (b) Thereafter, any retiring Director, if eligible, may be reconsidered by the Society to be nominated and re-elected as a Director.

**Motion 8: The Board recommends that Section 10.2 (f) of the Constitution of the Society be amended from the following:**

**Section 10.2 (f)**

10.2 (f) Any person admitted as a new Member of Society, if he is admitted after 30th June of any one Membership year, shall only be required to pay to the Society one half of the annual subscription for membership of the Society.

**To:**

10.2 (f) Any person admitted as a new Member of the Society, if he/she is admitted **six months after the start of any one membership year**, shall only be required to pay to the Society one half of the annual subscription for membership of the Society.

**Motion 9: The Board recommends that Section 10.2 (j) of the Constitution of the Society be amended from the following:**

- (j) Address of Member
- (i) Each Member shall provide to the Secretary details of a postal address in Australia.
- (ii) If a Member fails to provide a postal address in Australia, the address of the Member is deemed to be the registered office of the Society.
- (iii) Notwithstanding clause 10.2(j)(ii) the Society will, for each Member that has provided a postal address outside Australia, forward correspondence by international mail to that Member.

**To:**

- (j) Address of Member
- (i) Each Member shall provide to the Secretary details of a postal **and email** address in Australia.
- (ii) If a Member fails to provide a postal address in Australia, the address of the Member is deemed to be the registered office of the Society.
- (iii) Notwithstanding clause 10.2(j)(ii) the Society will, for each Member that has provided a postal **and email** address outside Australia, forward correspondence by international mail **or email** to that Member.

**Motion 10: The Board recommends that Clause 11 of the Constitution of the Society be removed in its entirety and be replaced with the following Clauses 11, 12 and 13:**

### **11. HORSE REGISTRATION**

- 11.1 The Board shall keep or cause to be kept a Stud Book Register and a General Register in which the registration records of all horses registered as Australian Stock Horses are kept. The Board may make regulations governing the keeping of the two registers and the contents thereof, the eligibility criteria for registration, registration fees and procedures. Such regulations must not be inconsistent with this Constitution.
- 11.2 Horses registered prior to 1st January 2021 will retain their registration status and category of registration and will continue to enjoy the privileges accruing to their registration status.
- 11.3 On and from 1st January 2021 horses shall be registered in one or other of the following registers:
  - (a) Stud Book Register, comprising the categories of registration and the minimum criteria of registration set out in Clause 12; or
  - (b) General Register, comprising the categories of registration and the minimum criteria of registration as set out in Clause 13.

### **12. STUD BOOK**

- 12.1 The Stud Book Register shall comprise the following two (2) categories:
  - i. Heritage Stud Book; and
  - ii. Stud Book.
- 12.2 The HERITAGE STUD BOOK is recognised as the highest standard of breeding of the Australian Stock Horse. A horse shall be eligible for registration in this category if it is registered in the STUD BOOK category and if in addition it exhibits a minimum of 87.5% Australian Stock Horse heritage lineage. For the purpose of this category of registration, 'heritage lineage' shall mean that the horse is a descendant either of the same breeds of horses ridden by the Australian Light Horse in World War I or of the breeds existing in Australia prior to 1945.
- 12.3 A horse shall be eligible for registration in the STUD BOOK category if it shall have either:
  - (a) two Stud Book registered Australian Stock Horses as parents (and compliant with the sire registration rules); or
  - (b) one Stud Book registered Australian Stock Horse and one Second Cross registered Australian Stock Horse as parents (and compliant with the sire registration rules).



### 13. GENERAL REGISTER

13.1 The General Register shall comprise the following four (4) categories:

- i. Second Cross (including the sub-category of Special Merit which will continue to exist until 1st August 2022);
- ii. First Cross;
- iii. Base Registry; and
- iv. Breeding Purposes Only.

13.2 A horse shall be eligible for registration in the SECOND CROSS category if it shall have either:

- (a) one Stud Book registered Australian Stock Horse parent and one First Cross registered Australian Stock Horse parent (and compliant with the sire registration rules); or
  - (b) two Second Cross registered Australian Stock Horse parents (and compliant with the sire registration rules).
- (The eligibility criteria for the sub-category of Special Merit is an exception to the above and is set out in the regulations).

13.3 A mare or gelding shall be eligible for registration in the FIRST CROSS category if it shall have either:

- (a) one Stud Book registered Australian Stock Horse parent and one Base Registry registered Australian Stock Horse, or one unregistered or non- Australian Stock Horse parent (and compliant with the sire registration rules if the sire is an Australian Stock Horse); or
- (b) one Second Cross registered Australian Stock Horse parent and one First Cross registered Australian Stock Horse parent (and compliant with the sire registration rules); or
- (c) two First Cross registered Australian Stock Horse parents (and compliant with the sire registration rules).

13.4 A horse shall be eligible for registration in the BASE REGISTRY category if it shall have one parent, or one grandparent, or two great grandparents registered as an Australian Stock Horse and denoted as being a Heritage Stock Horse.

13.5 A horse shall be eligible for registration in the BREEDING PURPOSES ONLY category if it shall be a Thoroughbred registered in the Thoroughbred Stud Book.

13.6 A horse registered in any of the Second Cross, First Cross or Base Registry categories of the General Register may also be denoted as a 'Heritage Stock Horse' if it exhibits a minimum of 87.5% Australian Stock Horse heritage lineage.

13.7 For the purpose of this Clause 13, 'heritage lineage' shall have the meaning attributed to that term in Clause 12.2.

*If this resolution is passed as a special resolution, there will also be the need for consequential amendments to clause numbering and references to numbered clauses throughout the Constitution. A vote in favour of the resolution shall be deemed also to authorise consequential amendments of this nature.*

#### **Explanatory Memorandum in relation to Motion 11**

*The proposed amendments relating to the exercise of disciplinary powers are intended to rationalise and improve the efficiency of the existing process, without curtailing the rights of members. In short, the amendments seek to establish a framework in which relatively minor matters can be dealt with expediently and inexpensively, without the need to convene the Disciplinary Committee.*

*In the first instance, the proposed procedure allows the Chief Executive Officer to assess any complaint and either dismiss it, reprimand the Member concerned or refer the matter to the Investigative Committee, a committee made up of the Chief Executive Officer, the Chairman and (if necessary) another Board member. The Investigative Committee has the power to investigate the matter and dismiss the complaint, if appropriate, exercise certain disciplinary powers (including the issue of fines not exceeding \$1,000.00, suspension for a period not exceeding 3 months or probation for a period not exceeding 6 months). If the Committee considers the conduct warrants investigation by the Disciplinary Committee and/or the imposition of harsher penalties, it may refer the complaint to that Committee for consideration.*

*At both the Investigative Committee and Disciplinary Committee levels there exists a right of appeal to the Board. The Chief Executive Officer and the Investigative Committee are given the power to determine, based on an assessment of the gravity of the conduct complained of, the appropriate level for dealing with the conduct. The proceedings conducted at both the Investigative Committee and Disciplinary Committee levels are intended to be informal and whilst the process is required at both levels to adhere to the requirements of procedural fairness and natural justice, it is not required to adhere to the technical rules of evidence more appropriate to a court of law. The proposed changes to the Constitution in this regard do not represent a departure from the existing regime.*

*The proposed removal of the requirement for a legal representative to sit on the Committee is intended to further the aim of maintaining informality, whilst ensuring that the Society's legal representative remains free from constraint to advise the Society in relation to disciplinary matters at all stages of the process.*

## Agenda Continued

**Motion 11: The Board recommends that Clause 14 of the Constitution of the Society be removed in its entirety and be replaced with the following:**

### **14 Disciplinary Action**

- 14.1 For the purpose of this clause, 'disciplinary powers' means the power to do any one or more of the following in respect of a Member:
- (a) expel the Member;
  - (b) suspend the Member or any of the Member's privileges for any period;
  - (c) impose a fine on the Member;
  - (d) reprimand the Member;
  - (e) place the Member on probation for any period; or
  - (f) remove any horse of which the Member is registered as the owner or part owner from the Stud Book permanently or for any period; and includes the power to take no action if the circumstances so warrant.
- 14.2 The framework for the Society to exercise its disciplinary powers is a three-tier one, as follows:
- (a) the Chief Executive Officer, forming the first tier;
  - (b) an Investigative Committee, comprising the Chief Executive Officer, the Chairman and (should they deem appropriate in the circumstances another member of the Board, forming the second tier; and
  - (c) a Disciplinary Committee, comprising three (3) independent persons nominated by the Chief Executive Officer, forming the third tier. No Board member may sit as a member of the Disciplinary Committee.
- 14.3 A complaint that a Member may have engaged in conduct which may be:
- (a) unbecoming of a Member;
  - (b) prejudicial to the interests of the Society; or
  - (c) in breach of this Constitution or other regulations of the Society;
- Shall be made in writing to the Chief Executive Officer.
- 14.4 The Chief Executive Officer shall consider and assess any complaint made pursuant to Clause 14.3 and may:
- (a) if the complaint is deemed to be frivolous, vexatious or otherwise without merit, dismiss the complaint; or
  - (b) if the complaint is found to be of merit, but not of sufficient gravity to refer to the second tier, reprimand the Member; or
  - (c) refer the complaint to the Investigative Committee.
- 14.5 The Investigative Committee shall consider and investigate any complaint referred to it by the Chief Executive Officer and may exercise any of the following disciplinary powers as it shall deem appropriate:
- (a) dismiss the complaint;
  - (b) reprimand the Member;
  - (c) impose a fine on the Member, provided such fine does not exceed \$1,000.00;
  - (d) suspend the Member or any of the Member's privileges for any period not exceeding three (3) months;
  - (e) place the Member on probation for any period not exceeding six (6) months; or
  - (f) refer that conduct to the Disciplinary Committee.
- 14.6 In considering any complaint the Chief Executive Officer or the Investigative Committee may seek such further information as may be deemed appropriate from the complainant, the Member or any other person, and shall consider any submissions in writing that any such person may wish to make.
- 14.7 The determination of the Chief Executive Officer or the Investigative Committee shall be communicated to the Member and the complainant in writing within seven (7) days. The Chief Executive Officer and the Investigative Committee shall report all such determinations to the Board.
- 14.8 The Disciplinary Committee shall consider and investigate any complaint referred to it by the Investigative Committee and exercise such of the disciplinary powers as the Disciplinary Committee shall determine appropriate.
- 14.9 Committee may only exercise disciplinary powers in respect of the conduct of any Member if the Member is given at least four (4) weeks prior notice of the substance of the complaint and of the date, time and place at which the question of disciplinary action is to be considered.
- 14.10 Any member to whom notice is required to be sent under this clause is entitled to be heard by the Disciplinary Committee before it exercises disciplinary powers in respect of the conduct of that Member. The Disciplinary Committee shall not be bound by the rules of evidence and may consider such information and give such weight to information as it thinks fit.
- 14.11 If the Chief Executive Officer is satisfied that a member of the Disciplinary Committee is unable from time to time to act on the Committee (through illness, misadventure, conflict of interest or otherwise) the Chief Executive Officer may appoint a person to act in the place of that member for the period of the member's incapacity.



- 14.12 If the Investigative Committee or the Disciplinary Committee as the case may be determines to exercise disciplinary powers in respect of a Member such Member may, by notice lodged with the Chief Executive Officer within seven (7) days after having received notice of the Disciplinary Committee's determination, require the determination to be reconsidered by the Board. The determination does not take effect until the expiration of seven (7) days from the date of receipt by the Member of the said notice and if the determination is to be reconsidered by the Board ('the appeal'), the determination will not take effect. The Board shall conduct a fresh hearing into the matter and similarly shall not be bound by the rules of evidence and may consider such information and give such weight to information as it thinks fit. The Board must notify the Member of its decision on the appeal. The decision of the Board is at its discretion and shall be final and binding on the Member.
- 14.13 Where an appeal is brought from a determination of the Investigative Committee or the Disciplinary Committee as the case may be and where the Board is of the opinion that the Member in requesting that the matter be reconsidered was acting in a vexatious or frivolous manner, then the Board may award costs incurred by the Society in the preparation and conduct of the appeal proceedings against the Member.
- 14.14 Where the Member whose conduct is brought before the Disciplinary Committee is a Director of the Society, the Disciplinary Committee shall notify the Board not less than seven (7) days in advance of the time at which the question of disciplinary action is to be brought before the Disciplinary Committee. In addition to any of the disciplinary powers conferred on the Disciplinary Committee under this clause, the Disciplinary Committee may make a recommendation to the Board for the removal of the Director from the office of Director under clause 3.11.
- 14.15 In respect of the exercise of disciplinary powers by the Chief Executive Officer, the Investigative Committee or the Disciplinary Committee, the Board must not enquire into or be informed about any matter that is so referred until those proceedings have been concluded and a determination is made or, in the case of a determination of the Disciplinary Committee, until the time for any appeal against that determination has elapsed.
- 14.16 The Society shall be entitled in its discretion to publish lists in its Journal or other official publication of Members in respect of whom disciplinary powers have been exercised pursuant to this clause 14.

**Motion 12: The Board recommends that Clause 1- Interpretation -1.2 Definitions – Chief Executive Officer in the Constitution of the Society be amended from the following:**

Chief Executive Officer means the Chief Executive Officer appointed by the Board pursuant to clause 9 hereof and, where the context reasonably permits, shall include any Acting Chief Executive Officer or Assistant Chief Executive Officer appointed by the Board;

**To**

Chief Executive Officer or **General Manager** means the Chief Executive Officer or **General Manager** appointed by the Board pursuant to clause 9 hereof and, where the context reasonably permits, shall include any Acting Chief Executive Officer or **Acting General Manager** or Assistant Chief Executive Officer or **Assistant General Manager** appointed by the Board;

*If this resolution is passed, there will be the need to make this change wherever the Chief Executive Officer is mentioned in the Constitution. A vote in favour of the resolution shall be deemed also to authorise these changes.*

**Motion 13: The Board recommends that Clause 4- Election of Directors – 4.9 in the Constitution of the Society be amended from the following:**

If any question shall arise as to the validity or invalidity of any voting paper or whether any particular Member has or has not been as a Director a statement by the Returning Officer that the relative paper is or is not valid, or that a particular Member has not been elected as a director shall be conclusive.

**To**

If any question shall arise as to the validity or invalidity of any voting paper or whether any particular Member has or has not been **elected** as a Director a statement by the Returning Officer that the relative paper is or is not valid, or that a particular Member has not been elected as a director shall be conclusive.

**Honorary Life Membership**

**Motion 14: The Board recommends that Honorary Life Membership be awarded to Mr Ernest Bassingthwaighte**

**12. General Business**

Announcement of Annual Award Recipients.  
A tribute to the passing of Members.

**13. Close of Meeting**