

Regional Club "B"

A non-Profit Organisation

Title, Location, Affiliation and Purpose

1. Subject to the approval of the Australian Appaloosa Association Ltd. (hereinafter referred to as the AAA). The name of the Club shall be;
SOUTH AUSTRALIAN APPALOOSA CLUB Inc
2. The Club is affiliated with the AAA and shall pay such Affiliation fee as required by the AAA,
3. The Offices of the Club shall be situated at the address of the Secretary, which is
4. The objects of the Club shall be:
 - To cooperate with and aid, in every way possible, the program and function of the AAA.
 - The club shall have all the powers conferred by section 25 of the Act.
 - Recognising that the parent organization, the AAA files, records and issues Certificates of Registration for such animals thought fit for Registration, the primary function of the Club will be to promote interest in the breed from a regional or area standpoint in complete cooperation with the overall program of the AAA.
 - To gain favourable publicity through all proper forms including the media and magazines.
 - To gain classes for Appaloosas registered with the AAA in local, country, district and State shows.
 - To forward historical data, bloodline records, show records and other general information to the Secretary of the AAA when it is requested and would be helpful to the AAA.
 - To promote and stimulate interest in regional shows for Appaloosas registered with the AAA in the area serviced by the Club.
 - Make an annual report of the Club's activities to the AAA.

Membership "B"

5. The Club shall have a minimum of 20 financial members of whom at least 10 must be financial members of the AAA.
6. Any person who is a member of the AAA satisfies the Committee of his interest in the Appaloosa breed is eligible- for membership.
7. Every application for membership shall be made in writing signed by the applicant and shall be in such form and shall contain such information as the Committee may prescribe. Every such application shall be lodged with the Secretary and shall be accompanied by payment to the Committee of the annual subscription for the current year. At the next meeting of the Committee after receipt of any application - for membership, the Committee shall elect or reject the applicant as a member of the Branch or shall adjourn its consideration and in no case shall the Committee be obliged to give any reasons for rejecting any application or adjourning consideration of any application.
8. The membership of the Branch shall be classified as follows:
 - Full Members - being those members 18 years of age or older other than Constituent Members.
 - Constituent Members - being those members who are either firms, partnerships, institutions or executors and trustees.
 - Junior Members - being those members under the age of 18 years other than Constituent members. No Junior Member shall be entitled to vote at General Meetings of the Branch or nominate or be nominated for the Committee.
9. The annual membership fee shall be such as the Branch in Annual General Meetings shall from time to time prescribe.
10. The Secretary shall keep and maintain a register of members 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 and/or Public Officer.

Cessation of Membership

11. If the annual subscription of any member shall remain unpaid for a period of two calendar months after it has become due then, the member, after notice of default shall have been sent to him by the Secretary, may be debarred by a resolution of the Committee from all privileges of membership provided that the Committee may, if it deems fit, reinstate the member and restore his privileges upon payment of all arrears.
12. A member may at any time by giving notice in writing to the Secretary resign his membership but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other arrears due by him to the Branch.
13. If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution or is guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Branch, the Committee shall have power to expel the member from the Branch provided that :
 - At least one week before the meeting of the Committee at which the resolution for expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion.
 - He shall at such meeting before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
 - He may by notice in writing lodged with the Secretary at least 14 hours before the time for holding the meeting at which the resolution for his expulsion is to be considered elect to have the question of his expulsion dealt by the Branch in General Meeting and that event the question of his expulsion shall be dealt with at the next General Meeting of the Branch following the expiration of 40 days after the lodging of such notice with the Secretary and if at the meeting a resolution for expulsion of the member is passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled. The Committee or General Meeting may in lieu of expelling a member as herein provided suspend such member from membership for a fixed period.

Committee

14. The Committee of the Club shall consist of 7 members including:
 - The Officers who shall consist of the President, Vice President, Secretary and Treasurer.
 - 4 General Members
 - The Board of AAA Ltd has the power to waiver the numbers required to make up the Committee, upon application from the Regional Club.
 - The Committee shall appoint a Public Officer.
15. Each Officer of the Branch shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
16. Each ordinary member of the Committee shall, subject to those rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-election.
17. No person shall be elected to the Committee unless he is at the time of his nomination
 - A financial member of the Branch and
 - A financial full or life member of the AAA Ltd of at least 6 months standing or at the discretion of the Board.
 - No person shall hold an executive position in more than one Regional Branch concurrently.
18. As below...
 - 1] Any two financial members shall be at liberty to nominate a member for election to the Committee. All nominations must be in writing signed by the nominating member and must also be signed by the person nominated as consent to his nomination. All such nominations must be lodged with the Secretary prior to the commencement of the Annual General Meeting.
 - 2] A Ballot for Committee positions shall be held at the Annual General Meeting if there are more nominations than vacancies for any office or membership of the Committee.

- 3] If two or more candidates obtain an equal number of votes the Chairman of the meeting shall have a casting vote in each case in addition to his deliberate vote in the ballot.
- 4] In the event of insufficient number of candidates nominating for the Committee, the Chairman of the Annual General Meeting may call for nominations from the floor of the meeting. Any nominations so made must be moved and seconded by two (2) financial members present at the meeting.
- 5] Where no more than the required number of candidates is nominated for any office those so nominated shall be declared elected.
- 6] Each financial member present at the meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more.
19. The Committee shall have power at anytime to appoint any financial member to fill any casual vacancy occurring in the Committee and any member so appointed shall hold office until the next Annual General Meeting. Any casual vacancy occurring among the office bearers shall be filled by the Committee by appointment of a member of the Committee to that office.
20. The Committee shall be responsible for the general management and control of the affairs of the Branch and may exercise all such powers, do all such acts and make all such regulations and by-laws as may be required for the proper management of the Branch subject nevertheless to the provisions of this Constitution and to any decision not being inconsistent with a decision made by the Branch in General Meeting.
21. The Committee may delegate any of its powers to Sub Committees consisting of such members of the Branch as they think fit, any Sub Committees so formed shall in the exercising of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
22. Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of equality of votes, the Chairman shall have a second or casting vote.
23. A member of the Committee shall not vote in respect of any contract or proposed contract with the Branch in which he is interested or any matter arising there from and if he does so vote his vote shall not be counted.
24. The quorum necessary for the transaction of business of the Committee shall be 5.
25. The Committee shall allow any officials of the AAA to be present at all Committee meetings and join in discussions at such meetings but no official shall be entitled to vote unless he is a member of the Committee of the Branch.
26. The President shall preside as Chairman at every meeting of the Committee or if there is no President or if at any meeting he is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice President is not present at the meeting then the members present may choose one of their number to be Chairman of the meeting.
27. The office of a member of the Committee shall become vacant if the members -
- Becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - Resigns his office by notice in writing to the Branch.
 - Shall fail to attend 3 consecutive meetings of the Committee without leave of the Committee.
 - Ceases to be a member of the Club.

General Meetings

28. The Annual General Meeting of the Branch shall be held at such time and place as the Committee shall designate and within 13 months of the previous Annual General Meeting. 35 days notice at the least specifying the place, the day and the hour of the Annual General Meeting shall be given to all financial members of the Branch.
29. Any member who is desirous of bringing forward any business for consideration at any Annual General Meeting shall forward to the Secretary 21 days at least before such meeting a notice in writing signed by himself as proposer and one other member as seconder stating in precise terms the motion or motions he wishes to move.
30. The Secretary shall, at least 14 days before the dated fixed for holding an Annual General Meeting of the Branch, cause to be sent to each member of the Branch at his address appearing in the register of members, a notice by prepaid post stating, the nature of the business to be transacted at the meeting.
31. The following business shall be transacted at an Annual General Meeting.
- The approval of the Minutes of the previous Annual General Meeting and a consideration of any matters arising there- from.
 - Consideration of the President's Annual Report, Financial Statements and Auditors Report.
 - Consideration of any notices of motion duly lodged with the Secretary.
 - Election of the Officers and general members of the Committee.
 - Election of Auditors
32. The Secretary shall call a General Meeting of the Branch whenever so directed, by the Committee or on a written requisition signed by not less than two thirds of the financial members of the Branch. Any meeting so convened shall be convened in the manner as nearly as possible as that in which Annual General Meetings are to be convened save that only 21 days notice of such. General Meetings shall be required.
33. Within 30 days of any General Meeting, the Secretary shall send a copy of the Minutes of such meeting to the Secretary of the AAA.

Procedures at General Meetings

34. (a) Quorum
No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as is herein otherwise provided, 10 financial members personally present shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such day and place as the Chairman of the meeting may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting those members present and entitled to vote, being not less than 6, shall be a quorum.
- (b) Adjournment
The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (c) Chairman
The President shall preside as Chairman at every General Meeting of the Branch, of if there is not a President, of he is not present within half an hour of the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall preside as Chairman of if the Vice-President is not present shall elect any other member of the Committee to be Chairman, or if no member of the Committee is present or willing to act, then the members shall elect one of their number to be Chairman of the meeting. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (d) Proxies
A member may vote in person or by proxy or by attorney and, on a show of hands, every person present who is a financial member or a representative of a financial member shall have one vote and on a poll or ballot every financial member who is present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- (e) Proxy Instrument
The instrument appointing a proxy is in writing under the hand of the appointee or of his attorney duly authorised in writing, or if the appointee is a corporation either under seal or under the hand of an officer or attorney duly authorised.
A proxy may but need not be a member of the Branch. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(f) Voting

Except as otherwise specified in this Constitution, voting at all meetings shall be on a show of hands or if demanded by any 3 members either by actual division or by secret ballot. Only members of the AAA shall be entitled to vote on matters relating to the AAA.

(g) Rules of Debate

The following rules of debates shall apply.

- Members shall stand while speaking and shall address the Chair. During the time a member is speaking all other members shall remain seated. When the Chairman rises to speak no one shall continue standing nor anyone rise until the Chair has been resumed.
- No member shall speak except to a motion before the Chair.
- No member shall speak for more than five minutes on any motion, but with the consent of the Chairman of the meeting, may continue to speak for a further period not exceeding five minutes, but no member except the mover of the motion shall speak more than once on any one motion.
- The mover and the seconder shall address the meeting after, and not before the motion is seconded but with the consent of the Chairman the mover may address the meeting before the motion is seconded.
- A member who formally seconds a motion or amendment without making a speech may speak in support at a subsequent stage of the debate.
- The mover of an original motion, but not of an amendment (unless it becomes the motion) shall have a general right of reply and after his reply no further discussion shall be allowed. When exercising his right of reply the mover shall not introduce therein any new matter, but shall confine himself strictly to answering arguments against the motion.
- Any member, upon request of the Chairman may reply to the question.
- Any member may address to the Chair a question upon the matter before the meeting.
- Any member during the debate may raise a point of order when the mover speaking shall sit down until the point of order has been decided. The member rising to order shall state concisely the point of order, and the Chairman without further discussion shall give his ruling.
- It shall be competent for any member to move a motion of dissent from the Chairman's ruling. The mover of the motion of dissent shall concisely state his point. The seconder and the Chairman only shall speak to the motion.
- The speaker shall not digress from the subject under discussion and imputations of improper motives and all personal reflections on members shall be deemed disorderly.
- No member shall interrupt another while speaking except on a point of order.
- At any time during the debate, a member may, without notice; move that "the question be now put" and such motion being duly seconded shall then be put without debate. If carried, the question shall be put to voting if lost the debate shall proceed.
- At any time after a motion has been moved and seconded any member may move an amendment thereto which shall not be discussed until it has been seconded.
- Any speaker shall have the right to indicate his intention to propose a further amendment to the subject under discussion.
- No second amendment shall be taken into consideration until the previous amendment has been disposed of.
- The Chairman shall put the amendment to the meeting first and if carried it shall be deemed to have squashed the original motion and for all purpose of discussion the amendment so carried shall be acted upon as the original motion. When the amendment has been decided a further amendment may be moved, which if carried shall in turn supersede the motion. If there be no amendment, the original motion shall be put after the mover has replied.
- The Chairman shall refuse to receive any amendment which is a direct negative or which does not preserve the substance of the original motion.
- When two speakers have spoken in favour of a motion under discussion, there shall not be any further discussion unless the next speaker speaks to the contrary.
- No resolution passed at any meeting of the Branch shall be rescinded or amended at any subsequent meeting of the Branch unless notice of such intended rescission or amendment is given in the notice convening the meeting at which such rescission or amendment is proposed.

Complaints

35 If any member wishes to make any complaint he shall make such complaint in writing signed by him to the Secretary, who if he shall be unable to deal with such complaint; shall submit it to the Committee whose decision thereon shall be final unless varied or reversed on motion made under this Constitution at an Annual General Meeting of the Branch.

Accounts and Funds

36. 1] The Committee shall cause true accounts to be kept of all sums of money received and expended by the Branch and the matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Branch.
- 2] Except as otherwise provided in these rules the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.
- 3] The Committee shall from time to time determine at what times and place and under what conditions or regulations the accounts and books of the Branch or any of them shall be open to inspection by members and no member or any other person shall have the right to inspect any account or book or documents of the Branch except as authorised by the Committee or by the Branch General Meeting however, the books and accounts shall at all times be open to inspection by the members of the Committee, Auditor and any person appointed by the AAA.
- 4] All monies of the Branch, unless otherwise authorised by Committee shall be lodged in the name of the Branch with the Branch's bankers for the time being.
- 5] All accounts due by the Branch shall be paid by cheque to be signed by the Secretary and the President or by such other person authorised by the Committee.
- 6] A receipt shall be issued by the Secretary for all monies received on behalf of the Branch.
- 7] All accounts must be passed for payment by the Committee or insofar as authority has been delegated to it by the Finance Sub-Committee, if any.
- 8] The Secretary shall submit to the Committee every two months, unless otherwise instructed, a statement of receipts and expenditure and outstanding accounts.
- 9] The Annual Financial Statements and Balance Sheet before being presented to the Annual General Meeting shall be audited by the Branch's Auditor.

Sources of Funds

37. The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

Audit

38. 1] The Annual General Meeting of the Branch each year shall appoint an Auditor to hold office until the next Annual General Meeting. The retiring Auditor shall be eligible for re-appointment.
- 2] No member of the Committee is eligible for appointment as Auditor.
- 3] No person shall be competent to be appointed to act as Auditor who is or becomes indebted to the Branch. If any person after being appointed Auditor shall become indebted to the Branch, his office shall thereupon be vacated.
- 4] The Committee may fill any casual vacancy in the office of Auditor until the next Annual General Meeting.

- 5] The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Club, and shall be entitled to require from the Committee and officers such information and explanation as may be necessary for the performance of his duties.

Control of Competitions

39. At any practice or competition conducted by the Branch the members of the Committee then present shall have the authority of the full Committee for the conduct of that day's practice or competition subject to the Committee's right to appoint a special Subcommittee to control any particular competition and in accordance with any rules of Showing and Performance as required by the AAA.

Profits

40. (a) it is hereby expressly declared that the Branch is not carried on for profit and any income of the Branch shall be applied in promotion of its objects as set out in this Constitution and dividends shall not be paid to nor shall profits or income or property of the Branch be distributed amongst the members otherwise than by way of prizes and trophies offered for competition and won in such competition held in furtherance of the said objects or in repayment of debts of liabilities incurred to any member for the benefit of the Branch and furtherance of such objects.
- (b) at any General Meeting a resolution for the winding up or dissolution of the Branch shall be passed by a majority of the members present and voting and such resolution shall at a special General Meeting held not less than one month thereafter be confirmed by a special resolution passed by a majority of three quarters of the members present and voting thereon, the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realise the property of the Branch at the best price obtainable in its opinion whether by public auction or private treaty and discharge all the debts and liabilities of the Branch to the extent to which such assets are available. If after the discharge of all such debts and liabilities there remains any money or property whatsoever the same shall not be paid or distributed amongst the members of the Branch but shall be given or transferred to such other Branch or Institution having objects similar to the objects of the Branch and which shall prohibit the distribution of its income and property amongst the members of the Branch.

Common Seal

41. (a) The Common Seal of the Branch shall be kept in the custody of the Secretary
- (b) 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 Public Officer of the Branch.

Alteration of the Constitution and Statement of Purposes

42. (a) A member intending to propose an alteration to this Constitution and Statement of Purposes shall give written notice of the proposed alteration to the Secretary of the AAA.
- (b) No alteration shall be made to this Constitution or Statement of Purposes whether by the addition of a new rule or the repeal or amendment of an existing rule or otherwise except by special resolution passed by a majority of no less than three fourths of the members present and entitled to vote at an Annual or other General Meeting convened by notice specifying the proposed alteration. Such alteration shall be approved by the AAA prior to this special resolution being passed.

Annual Inspection

43. The Branch shall submit to an Annual Inspection of its books, records, procedures and conduct of meetings by a representative appointed for that purpose by the AAA.

Adoption of Constitution

44. This Constitution shall be considered adopted upon the Branch's Application for affiliation with the AAA.