

## **RULES OF THE MORGAN HORSE ASSOCIATION OF AUSTRALIA INC.**

(As amended on 27 January 2007)

1. The name of this association is Morgan Horse Association of Australia Inc.

2. Objectives

The objectives of this association are:- to encourage and promote interest in, and the breeding and use of, Morgan horses as versatile horses; to maintain and ensure the integrity of the records of the Morgan Horse Association of Australia registers and to encourage education and training of members juniors and officials for the various activities of the MHAA, in co-operation with other Morgan associations.

3. Membership

3.1 Persons genuinely interested in furthering the object of the association should apply to the Secretary and make such payment of annual dues as shall apply from time to time. New memberships and renewal of standing memberships will be confirmed on receipt of their application and subscription within thirty (30) days of receipt of same.

3.2 That the following categories of membership of the association be set up, with there fee's for membership and associated benefits of membership of Morgan Horse Association of Australia inc, be set out in the Bye laws of the Association.

- Life Membership
- Ordinary Membership
- Family/Stud Membership
- Junior Membership
- Associate Membership
- Corporate Membership

3.3 Failure to pay membership dues for a period of three months after the same are payable shall suspend membership

3.4 No member shall conduct themselves in a manner as to discredit the Morgan Horse Association of Australia, the Morgan breed or the membership.

3.5 Life Memberships may be recommended through the MHAA Board of Directors, but such memberships are not valid unless they are approved by a two-thirds majority of all of the MHAA members attending an AGM and including those members permitted to vote via a postal vote on motions put forward for consideration at that AGM

4. Discipline, Suspension and Expulsion of Members

4.1. Subject to these Rules, if the Board of Directors is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board of Directors may by resolution

- a. fine that member an amount not exceeding the amount set in the By-Laws;
- b. suspend that member from membership of the Association for a specified period; or
- c. expel that member from the Association.

4.2 A resolution of the Board of Directors under 4.1 does not take effect unless:

- (a) at a meeting held in accordance with sub-rule 4.3 the Board of Directors confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution accordance with this rule.

4.3 A meeting of the Board of Directors to confirm or revoke a resolution passed under sub-rule 4.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with 4.4.

- 4.4 For the purposes of giving notice in accordance with 4.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the Board of Directors and the grounds on which it is based,
  - (b) stating that the member, or his or her representative, may address the Board of Directors at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following:
    - (i) attend that meeting
    - (ii) give to the Board of Directors before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the member that, if at that meeting, the Board of Directors confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 4.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 4.1, the Board of Directors must:
- (a) give the member, or his or her representative, an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member, and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- 4.6 If at the meeting of the Board, the Board of Directors confirm the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 4.7 If the Secretary receives a notice under sub-rule 4.6, he or she must notify the Board of Directors and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice and cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 4.8 At a general meeting of the Association convened under sub-rule 4.7:
- (a) no business other than the question of the appeal may be conducted;
  - (b) the Board of Directors may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution;
  - (c) the member, or his or her representative, must be given an opportunity to be heard;
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 4.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, signed by the member and delivered to the Secretary, in favour of the resolution. In any other case, the resolution is revoked.

## 5. Board of Directors and Officers

- 5.1. There shall be a Board of Directors, five in number. A person may hold only one position on the Board of Directors. A Board member must be a financial member of the MHAA with voting rights. Each Board position may only be held for three consecutive years.
- 5.2. The Board of Directors of the association shall be a President, a Vice President, a Secretary, a Treasurer and a Director
- a. President: The President when present shall preside at all meetings of the members of Board of Directors; and shall have such other powers and perform such other duties as the Board of Directors shall from time to time designate.

- b. Vice President: The Vice President shall, in the absence or disability of the President, perform the powers and duties of the President; and shall have such other powers and perform such other duties as the Board of Directors from time to time designate.
- c. Secretary: The Secretary shall maintain the membership list and shall be responsible for recording all votes and proceedings at meetings of the members and Board of Directors and shall have such other powers and perform such other duties as the Board of Directors shall from time to time designate and shall give such notices of meetings as are required within these rules.
- d. Treasurer: Subject to the control of the Board of Directors, the Treasurer shall have charge of and keep all money and books of account of the Association; shall collect all annual dues and other moneys due the Association; and shall make all necessary disbursements to meet the financial obligations of the Association. The Treasurer shall have authority to deposit funds of the Association in such banks as the Board may determine upon, depositing these funds within 28 days of receipt, and to sign cheques on behalf of the Association for petty cash up to the amount stated in the By-Laws, when cheques of greater amount will be signed by an additional Director. The Treasurer shall have such other powers and perform such other duties as the Board of Directors shall from time to time designate.
- e. Director:- The Director shall represent the Members of the Association on the Board

5.3. At each annual general meeting of members there shall be elected a Board of Directors to hold office until the next annual general meeting of members or until their successors are chosen

5.4. The Board of Directors, subject to any action at any time taken by the members, shall have the entire charge, control and management of the Association, its property and business and may exercise all or any of its powers.

5.5. Without hereby limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a. They may appoint and at their discretion remove such subordinate officers, including the Public Officer, and committees, as they from time to time deem advisable and determine their powers and duties.
- b. In the event of a casual vacancy in any office referred to in rule 5.2, the Board of Directors may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

5.6. The Board of Directors may appoint and at their discretion remove committees, sub committees or individuals acting in the capacity of a sub committee as the Board may from time to time deem advisable and determine their powers and duties. No member of the Association shall seek to represent the Association or use the Association's name without either the approval of the Board or the approval of an Association appointee or the authority by way of Minute from the Annual General Meeting or a Special General Meeting.

5.7. Any committee, sub committee or individual appointed by the Board of Directors or the members at the Annual General Meeting whose actions occasion expenditure of money or income shall operate within a budget approved by the Board of Directors and any profit arising shall be paid into the Association's bank account.

## 6. Election of the Board of Directors and other Officers

6.1. Nominations of candidates for election of President, Vice President, Treasurer, Secretary, Director and individuals acting in the capacity of a sub committee as defined in the By-Laws must be:

- a. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- b. delivered to the Secretary of the Association not less than 60 days before the date fixed for the holding of the Annual General Meeting in order to allow for publication of nominations in the Morgan Messenger not less than 28 days before the Annual General Meeting.

- 6.2. If only one nomination is received for a position, the person nominated shall be deemed to be elected.
- 6.3. If no nomination is received for any vacancy on the Board, then nominations for that position may be received at the Annual General Meeting
- 6.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 6.5. The ballot for election of officers and ordinary members of the Board must be conducted at the Annual General Meeting in such manner as the Board may direct. Such election need be by secret ballot if, but only if, requested by any voting member present at the meeting.

## 7 Meetings and Action of the Board of Directors

- 7.1 Meetings of the Board of Directors may be called at any time by the President, or by the Secretary, or by any two Directors, and all meetings of the Board of Directors shall be held at such place or in such form as shall be designated in the call thereof. Notice of a meeting given by the Secretary shall constitute a call thereof.
- 7.2 A minimum of three Directors shall constitute a quorum, provided that any number of Directors (whether one or more and whether or not constituting a quorum) present at any meeting shall have power to make any reasonable adjournment thereof.
- 7.3 The Board of Directors may act by vote at a meeting, or by writing, including facsimile and email.
- 7.4 Facsimile and email decisions will be signed by a majority of Directors.

## 8. Meetings of Members

- 8.1 The annual meeting of members of the Association shall be held in conjunction with the annual Australian National Morgan Show, at such time and place as may be fixed by the Board of Directors or in default of such determination, by the President and shall be for the purpose of the election of a Board of Directors and Officers and receiving reports and for any other business that may arise.
- 8.2 Special meetings of members of the Association may be called at any time by a majority of the Board of Directors or by petition to the Secretary of any ten members. Notice of a meeting given to all the members by the Secretary shall constitute a call thereof. All special meetings of members shall be held at such place as shall be designated in the call thereof by the Board
- 8.3 At any meeting of the members of the Association, a quorum for the transaction of business shall consist of a minimum of ten members entitled to vote (including postal votes), provided that any number of members (whether one or more and whether or not constituting a quorum) present at any meeting shall have power to make any reasonable adjournment thereof by majority consent.
- 8.4 That the voting rights of members of the association shall be as follows:-
  - Life Membership – One vote
  - Ordinary Membership – One vote
  - Family/Stud Membership – Two votes
  - Junior Membership – No voting rights
  - Associate Membership – No voting rights
  - Corporate Membership – One vote
- 8.5 Each voting member of the Association is entitled to lodge a postal vote given to the Secretary no later than 7 days before the time of the meeting for election of office bearers and motions for which notice has been given.
- 8.6 Notices of motions to be moved at the Annual General Meeting for which postal voting is to be used, shall be delivered to the Secretary of the Association not less than 60 days before the date fixed for the holding of the Annual General Meeting in order to allow for publication of motions not less than 28 days before the Annual General Meeting

9 Notices of Meetings

Notices of all meetings of members of the Association shall be given by the Secretary in writing, mailed at least twenty eight days before the day of the meeting; provided always that

9.2 at any time when the office of Secretary is vacant or the Secretary is incapacitated or fails to act, notice of meetings of the members or of the Board of Directors may be given by the officer or officers calling the same, by giving notice thereof (in his or their own name or names) in the manner required when notice is given by the Secretary; and

9.3 any meeting of the Board of Directors shall be a legal meeting without notice if each Director, by a writing or facsimile or email filed with the record of the meeting, waives such notice.

10 Association Rules

10.2 These Rules may be amended, rescinded or added to at any Annual General Meeting or Special Meeting of members of the Association, by a three quarters majority vote of the members voting; provided that such amendment, or the substance thereof, is stated in the notice, of such meeting.

10.3 By-Laws shall be kept to regulate the day to day activities of the Association and how the Association Rules are administered. These By-Laws may be changed by a majority vote of members at the annual general meeting or a special general meeting where notice of the changes have been given. The By-Laws shall not conflict with the Association Rules

11 Financial Year

11.2 The financial year of the Association shall be the twelve months period ending with the last day of January.

11.3 Funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

11.4 The common seal of the Association shall be kept in the custody of the Secretary and its use shall be authorised by the Board of Directors by minute at any meeting.

11.5 Members of the Association may inspect the books or documents of the Association by appointment with the Secretary, free of charge.

12 Dissolution

The income and property of the Association whenever derived shall be applied solely toward

12.2 the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association.

12.3 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among members of the Association but shall be given or transferred to some other non profit organisation.

Note: The Morgan Horse Association of Australia became incorporated on 21 January 1994.