



NOTICE OF PROPOSED SPECIAL RESOLUTIONS

Notice is hereby given of proposed resolutions that are intended to be passed as special resolutions to amend the Constitution of Australian Barrel Horse Association Incorporated at a General Meeting of the Association to be held at Australian Equine Livestock and Events Centre, 503 Goonoo Goonoo Road, Tamworth on Tuesday, 17 September 2019 commencing at 7.00 pm.

Proposed Resolutions

[For the avoidance of doubt each proposed amendment to the Constitution is intended to be put as a separate resolution.]

The material in *italics* is by way of commentary and information and does not form part of each proposed amendment to the Constitution.

1. In clause 4(1) add:

(ca) Non-competing members

(cb) Day members

These provisions will enable the Board to expand the type of membership. The amendment does not affect the right to vote which is reserved to Senior members.

2. In clause 10(1) remove item (c).

This amendment will mean that the Secretary/Treasurer is no longer a member of the Board. That is to avoid the potential for conflict of duties or inconsistency when the Secretary/Treasurer is an employee of the Association who can be removed or replaced by the Board. The task of the Secretary/Treasurer is to put into effect the policy and strategy that is set by the Board.

3. Remove clause 10(2) and insert instead:

(2) During the first Board meeting after the Annual General Meeting each year the Directors shall elect from among their number, in odd years the President and in even years the Vice-President, each of whom will then hold office for the ensuing two years.

The purpose of this amendment is to allow for the President and Vice President to be elected by the Directors, who themselves have been elected by the members.

It is also to allow for the President and Vice President to each commence their two year terms, in alternating years.

The advantage of that course is that it may be the Directors who know which of themselves is better suited to the important task of leading the organisation. Such leadership is not only the public face but the chairing of meetings and the making of policy by the Board and of putting that into effect by the Secretary/Treasurer through to the affiliates and members. The Vice-President will generally support the President and, though certainly not necessary or required, perhaps prepare himself or herself to take on that role. If the Directors elect the President then there is no risk of the appointment of the most important position being a popularity contest. A person who may not necessarily have the most votes may well be the most efficient and inspiring leader.

The contrary argument is that the most important position in the organisation should be elected by the members as is the Mayor in some local government areas. Direct election, so the argument goes, avoids any risk of politics or groupings and ensures the legitimacy of the position of President throughout the Association.

4. Remove clause 10(4) and insert instead:

- (4) Should the office of President or Vice-President become vacant then the directors are to appoint a Director to that office for the balance of the term of the President or Vice-President whose position became vacant.

This is to ensure that the term of office of the casual vacancy continues for the term of the person whose vacancy has been filled.

5. Remove clause 11(3) and insert instead:

- (3) Should the office of a Director become vacant then the remaining Directors may appoint a Director for the balance of the term of the Director whose position became vacant.

This amendment takes into account the fact that Directors are elected for two years and avoids the cost or confusion of an AGM where some people are being appointed for two years and some people for one year.

6. Add to clause 12 the following:

- (11) Revision of terminology. In this clause 12 the words "office bearers of the Association" mean "Directors" and the word "committee" means "Board".

The terminology is to ensure consistency. The present wording is confusing and inconsistent. The officers will be called officers and not office bearers. The members of the Board who are not officers will be called directors and the words 'ordinary committee members' will be taken out altogether.

7. Add to clause 15:

- (d) if the person is convicted anywhere in Australia of an offence that carries a term of imprisonment of 6 years or more regardless of what penalty is imposed by the Court.

(e) does not have, within three months of being appointed, the appropriate clearance to work with children in the State in which the person resides.

(f) dies or becomes a person of unsound mind or a person whose financial estate is subject to management pursuant to an order of a Tribunal or Court in any State.

These are additional provisions by which officers or Directors cease to hold office. The amendments are consistent with corporate law, child protection law and good governance.

8. Add to clause 14:

- (10) The Board may meet by telephone or video link or some other electronic medium which enables all Directors to simultaneously participate. However the Board shall not so meet if prior to the meeting four Directors indicate their objection to a particular meeting being conducted in that matter.

This amendment is self-explanatory and is in the interests of efficiency and modern technology.

9. After clause 16 insert clause 16A as follows:

16A Committees

- 16A.1. The Board may delegate any of its powers (other than the power of delegation) to committees.
- 16A.2. The Board may determine the membership of any committee being people who may or may not be members of the Board or the Association.
- 16A.3. Any committee formed pursuant to this rule shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Any delegation to any committee may be amended or withdrawn.
- 16A.4. All committee decisions are subject to Board acceptance, variation or rejection.
- 16A.5. The Board may add or delete committees as it sees fit.
- 16A.6. Any committee may meet by telephone or video link or some other electronic medium which enables all members to simultaneously participate. However the committee shall not so meet if prior to the meeting four members indicate their objection to a particular meeting being conducted in that matter.

This amendment will clarify the position regarding committees. It will allow the Board to constitute a committee that includes people who may not be members of the Board and not even members of the Association. That might be the case, for example, if there was a specific fundraising or other task and a person was willing to help but not go through the process of being elected. The Board retains control of the committee and governance process.

10. In clause 25 remove sub-clause (4) and insert instead:

- (4) All payments out of the bank account or investments of the ABHA shall be made by cheque or electronic transfer signed or authorised by the Secretary/Treasurer and such other or additional person as the Board may from time to time designate in accordance with such processes and checks as the Board may from time to time determine.

The Board will establish the process, having regard to banking and other systems, to ensure the “two to sign” principle remains.

11. In clause 26 add:

- (4) The public officer of the Association must reside within the State in which the Association is registered and incorporated. If the public officer and Secretary/Treasurer are different people then the Board may determine the duties and responsibilities of the public officer on the one hand and the Secretary/Treasurer on the other. In the absence of any such determination the duties of the public officer will be limited to those required by the Act.

This is a requirement of the Associations Incorporations Act 2009 (NSW).

12. Remove clause 27 and insert instead:

- 27 The Board shall from time to time determine at what times, places and under what conditions or restrictions the accounting and other records of the Association shall be open to the inspection of members. No member shall have any automatic right of inspecting any account or book or paper relating to disciplinary or legal proceedings of the Association except as authorised by the Board. In determining whether and how to give such authority the Board shall have regard to the circumstances including but not limited to issues of privacy, commercial confidence, legal privilege and the interests of the Association generally.

This amendment is to ensure that issues of privacy, commercial confidence and legal proceedings can remain confidential, should it be necessary. There is no automatic right to information by shareholders of corporations or members of associations.

13. Add to clause 29(1):

- (c) has acted in a manner contrary to the provisions of the ABHA official rule book as adopted by the Board and in force from time to time.

The disciplinary power of ABHA is in clause 29 of the Constitution but many of the requirements and prohibitions, such as the code of conduct, bullying and animal welfare issues, are in the rule book. This amendment is to ensure that a person who breaches the rules, as distinct from the Constitution, cannot avoid disciplinary procedure on a technicality.

14. In clause 29(1) after the word “that” omit the word “is”.

This is to fix a typographical error in the Constitution.

15. In clause 34(2) omit all of the material after (1).

Distribution of surplus property on winding-up is covered in Section 65 of the Act. Any special resolution needs the approval of Fair Trading to be put into effect and if there is no special resolution the Supreme Court has to decide the issues. Further, the words

'the Australian Breast Cancer Research' are uncertain there being no such organisation.

16. After clause 30 add:

30A Affiliates

- (1) An affiliate of ABHA shall be any Corporation or Incorporated Association, Club or other body, which may include a person or group of persons, which conducts barrel racing competitions and whose application for affiliation has been received and accepted and approved by the Board after provision of such information, documents and evidence as the Board or the Secretary/Treasurer may have required.
- (2) An affiliate must have, and continue during its affiliation to have, a Constitution or rules which is not in conflict with the Constitution of ABHA and which accepts the jurisdiction of ABHA in matters of rule-making in the sport of barrel racing in Australia and the ABHA disciplinary system and which accepts the ability of ABHA to approve, or not approve, any barrel racing event which the affiliate proposes to conduct.
- (3) It is a condition of affiliation of an affiliate that ABHA may, in respect of any barrel racing competition or the condition of approval of any event to be conducted by an affiliate, satisfy itself as to the ability of the affiliate to pay all prize money and expenses in such competition or event by requiring the affiliate to provide such information as ABHA reasonably requests including financial statements, minutes of meetings, or proof of a cash deposit.
- (4) If an affiliate is in breach of a condition of affiliation, or any of the provisions of this clause, the Board of ABHA has the power to suspend the affiliation of the affiliate or to withdraw approval of any barrel racing, competition or event conducted by the affiliate and to advertise such suspension or withdrawal.

Affiliates are an important aspect of the Association but at present are not mentioned in the Constitution. This amendment formally introduces affiliates which will be under the ultimate control of ABHA including matters of rulemaking and disciplinary systems. Subject to this amendment each affiliate will be its own entity, and an affiliate may include a person or group of persons, to conduct barrel racing competitions.

DATED: 26 August 2019

Jayne Lilley.....
Jayne Lilley
Secretary
Australian Barrel Horse Association