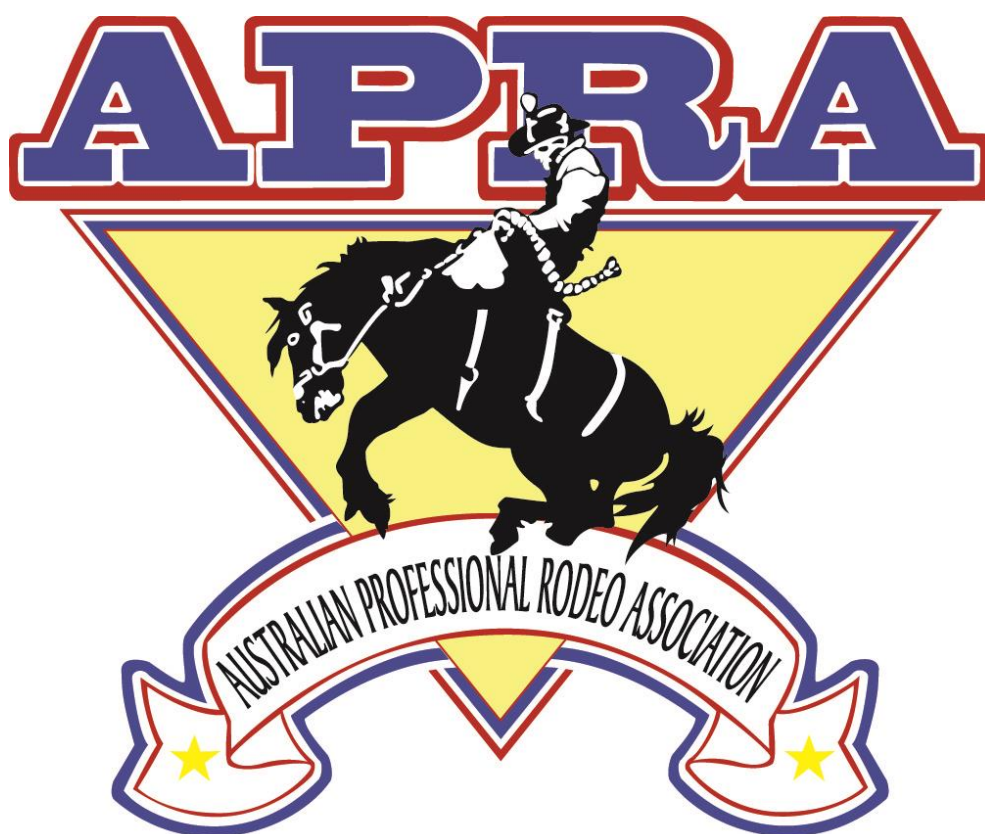


Australian Professional Rodeo Association Inc.



CONSTITUTION

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RULES

NAME

- 1 The name of the incorporated association shall be AUSTRALIAN PROFESSIONAL RODEO ASSOCIATION INCORPORATED (in these Rules called 'the Association').

OBJECTIVE

- 2 The objectives for which the Association is established are:-
 - (1) To encourage the development of all aspects of Professional Rodeo.
 - (2) To represent the interests of Professional rodeo to government and non-government bodies.
 - (3) To provide a program of advice and assistance to members.
 - (4) To improve the knowledge and information base of Professional Rodeo.
 - (5) To establish and maintain effective communication links with Professional Rodeo.
 - (6) To support the efforts of Professional Rodeo in improving standards and recognition of judges and officials.
 - (7) To encourage participation in, and access to, the sport of Professional Rodeo for all Australians and internationally.

POWERS

- 3 The powers of the Association are:-
 - (1) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 31 (10);
 - (2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 - (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that where the association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (9) TO take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (10) In furtherance of the objects of the Association to lend and advance money give credit to any person or body corporate; to guarantee or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (11) To borrow or raise money wither alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by any mortgage, charge, lien or other securities upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

- (15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (3);
- (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated association having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 31 (10);
- (19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the incorporated association with which the Association is authorised to amalgamate;
- (20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to anyone or more of the incorporated association with which the Association is authorised to amalgamate;
- (21) To make donations for patriotic, charitable or community purposes;
- (22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any way in which the Commonwealth of Australia is engaged;
- (23) To bestow any award the Association deems appropriate to recognise meritorious conduct which promotes the objectives of the Association and the interests of professional rodeo in Australia.
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

CLASSES OF MEMBERS

- 4 (1) The categories for membership of the Association shall consist of:-
 - a Full (or Open) Members
 - b Permit Card (or Second Division) Members
 - c Junior Members
 - d Life Members
 - e Gold Card Members
 - f Non Competing Member
 - g Honorary Members

h Honorary Gold Card Members

- (2) Rules of admission into the above categories shall be as provided in the By-laws by the Board.
- (3) Only members of at least one years standing and with no outstanding membership fees shall have the right to vote at any general meeting of members.

MEMBERSHIP

- 5 Every applicant for any class of membership of the Association shall be proposed by one member with no outstanding membership fees and in good standing with the Association and seconded by another member with no outstanding membership fees and in good standing with the Association. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.

MEMBERSHIP FEES

- 6 1 The members fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 2 The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

- 7 1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such applications shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant.
- 2 Any applicant who receives a majority of the votes of the members of the board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 3 Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

APPEAL AGAINST REJECTION OF MEMBERSHIP

- 8 1 A person whose application for membership has been rejected may within one month of receiving written notice appeal against the decision of the Board.
- 2 Upon receipt of a notification of intention to appeal against rejection of membership the Secretary shall convene, within three months of the date of receipt by him/her of such notice, a Board Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Board or those members thereof who rejected the application for membership subsequently shall likewise have the opportunity

of presenting its or their case. The appeal shall be determined by the vote of those present at such meeting.

- 3 Where a person whose application is rejected, does not appeal against the decision of the board within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, The Secretary shall forthwith refund the amount of any fee paid.

EXPULSION OR SUSPENSION OF MEMBER

- 9 1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice in which case it shall take effect on the later date.
- 2 If a member:-
 - i Is convicted of an indictable offence; or
 - ii Fails to comply with any of the provisions of these Rules; or
 - iii Has membership fees that are unpaid as at the 31st May of any financial year of the Association; or
 - iv Conducts themselves in a manner considered to be unbecoming of a member or injurious or prejudicial to the character or interests of the Associationthe Board of Directors shall consider whether such a member shall be expelled or suspended from the Association.
- 3 At least 28 days before the board Meeting at which the resolution for expulsion or suspension is moved, a member shall be given notice of such resolution and particulars of allegations against him/her and at such meeting shall have an opportunity to reply to the allegations made against him/her and explain or defend his/her actions.
- 4 Any resolution for expulsion or suspension must be passed by a majority of two-thirds of those Directors present and entitled to vote.

REGISTER OF MEMBERS

- 10 1 The Board shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 2 Particulars of deaths, registrations, terminations and reinstatement of membership and any further particulars as the Board of the Members at any general meeting may require from time to time shall also be entered into the register.
- 3 The Register shall be open for inspection at all reasonable times by any members who previously applied to the Secretary for such inspection.

DIRECTORS

- 11 1 Event Directors of the Association shall be elected by the members in general

meeting as provided in these rules.

Stock Contractors Representative shall be elected by the financial members approved as Rodeo Stock Sub-Contractors and Stock Contractors, Producers.

- 2 Executive Directors shall comprise a committee to be known as 'The Executive.' Event Directors shall comprise a committee to be known as 'The Competition Committee.'
- 3 (a) The board shall be comprised of persons holding the following portfolios, namely, Saddle Bronc Riding Director, Bull Riding Director, Roping Director, Bareback Bronc Riding Director, Steer Wrestling Director, Team Roping Director, Barrel Racing Director, Stock Contractors Director and Animal Welfare Director all of whom shall be full members of the Association, the Executive and such other members as the members of the Association at any General Meeting may from time to time elect or appoint.

(b)(i) The Competition Committee shall be comprised of persons holding the following portfolios, namely, Saddle Bronc Riding Director, Bull Riding Director, Roping Director, Bareback Bronc Riding Director, Steer Wrestling Director, Team Roping Director, Barrel Racing Director, Stock Contractors Director, Animal Welfare Director and a Chairman all of whom shall be full members of the Association.

The Stock Contractors Director and Animal Welfare Director may be one person with one (1) vote:

(ii) The Executive shall at its meeting following the Annual General Meeting elect from its members a chairman of the Competition Committee.

- 4 The Executive shall be comprised of no less than five persons as follows:-
 - a At least two persons who need not be members of the Association, appointed by the Board. ('The Appointees')
 - b Three members of the Association who shall be appointed for a period of three years and shall retire in rotation at the second Annual General Meeting after their appointment but shall be eligible for nomination for re-election along with nominations for Executive Directors which shall be put forward by the general membership.

The Executive Directors who are not up for re-election and the Event Directors will appoint the incoming Executive Director from the Nominations received.

- 5 a The executive shall at its first meeting following the Annual General

Meeting elect from its members a chairman. Save for the election of Chairman of the Executive rule 16-19 inclusive shall apply to the meetings of the Executive.

- 6 The election of officers and other directors of the Competition committee and the Executive shall take place in the following manner:-
 - a Member wishing to nominate for executive positions on the Board of Directors must have served at least one full term as an Event Director before being considered eligible.
 - b Any two members of the Association with no outstanding membership fees shall be at liberty to nominate any other member in good standing with the Association to serve on the Competition Committee or Executive providing they fulfill the criteria.
 - c The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least thirty days before the Annual General Meeting at which the election is to take place.
 - d A list of candidates name in alphabetical order, with the proposers and seconders names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting and shall be published in the Association's official publication at least 28 days prior to the Annual General Meeting;
 - e Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - f Should there be an insufficient number of candidates nominated by the commencement of such meeting, nominations may be taken from the floor of the meeting.
 - g Incoming directors must be present at the General Meeting to accept their position on the Board.
- 7 Any director may be dismissed at a General Meeting by a majority vote of three-quarters of those present and eligible to vote.
- 8 The Executive may fix such remuneration for the appointees as it sees fit.
- 9 Notwithstanding the forgoing, the Animal Welfare Director shall be appointed by the Board having due regard to recommendations such of the members who

are both stock contractors and producers approved by the Association.

- 12 Any director may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association prior to such later date where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

VACANCIES OF THE BOARD OF DIRECTORS

- 13 1 The Board shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting. Where there are already three members of the Association on the Executive the Board may appoint a non member to fill a casual vacancy.
- 2 The continuing members of the Board may act notwithstanding any casual vacancy but if their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board as the case may be to that number or of summoning a General Meeting of the Association, but for any other purpose.
- 3 The Board may appoint a Patron of the Association from time to time subject to such person consenting to the appointment.

FUNCTIONS OF THE BOARD AND THE EXECUTIVE

- 14 1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Executive:-
- a shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - b shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 2 The Executive may exercise all the powers of the Association:-
- a to borrow or raise or secure the payment of money in such manner as they may think fit and secure the same or the payment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debenture, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.
 - b to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts for money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to

provide and pay off any such securities; and

- c to invest in such manner as the members of the Association may from time to time determine.
- 3 a The Competition Committee shall be responsible for and have the sole authority in relation to the membership, rules, riding rules, conduct of rodeo rules and all matters relating thereto including but not limited to contractors applications and promoter approvals, disciplinary proceedings for members.
- b Board of Directors to amend, add or remove Competition Rules & By-Laws in consultation with the membership. Amendments, addition and removal of rules are to be printed in one Rodeo News issue along with method of voting and closing date for voting.

LIABILITY OF MEMBERS

- 15 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the Association is limited to the extent of that part of his/her current year's membership subscription which is unpaid.

MEETINGS OF THE BOARD OF DIRECTORS

- 16 1 The Board shall meet as often as it shall decide is necessary, but not less than 2 times a year.
- 2 A special meeting of the Board shall be convened by the Secretary by requisition in writing signed by not less than one-third of the members of the Board, which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted thereat.
- 3 At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- 4 Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the board shall be decided in the negative.
- 5 A member of the board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there of, and if he does so vote his vote shall not be counted.
- 6 Not less than fourteen days notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- 7 The Chairman shall preside at every meeting of the Board, or if there is no Chairman, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, then the board members may

choose one of their number to be Chairman of the meeting.

- 8 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 17 1 The board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 2 The Board may appoint a Chairman of any other committee, failing which a sub-committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes the question shall be deemed to be decided in the negative.
- 4 The Board may, from time to time, create portfolios and allocate to its members portfolio responsibilities in areas related to Association activities.
- 18 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had duly appointed and was qualified to be a member of the Board.
- 19 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.
- 20 1 The Executive may from time to time appoint a General Manager. The General Manager shall be responsible for general administration and financial management and shall be subject to the control of the Executive. The General Manager is to be over 18 years of age and resident in Queensland.
- 2 The General Manager may appoint such other administration staff as the Executive deems necessary and prudent. Such staff shall work under the

control of the General Manager.

- 3 The General Manager may be an ex officio member of the Executive, but shall not have a right to vote at Executive meetings.

21 ASecretary@ where used in these rules means any person appointed to perform the duties of a Secretary of the Association.

ANNUAL GENERAL OR GENERAL MEETINGS

22 1 The Annual General Meeting shall be held within six months of the close of the financial year (June 30).

- 2 The business to be transacted at every Annual General Meeting shall be -
 - a the receiving of the Executive's report, the books report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - b the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - c the election of members of the Board; and
 - d the appointment of an auditor;
 - e to confirm the minutes from the previous Annual General Meeting.

23 All General Meetings of the members other than the Annual General Meeting shall be called Special General Meetings. The secretary shall convene a Special General Meeting -

- 1 when directed to do so by the Board; or
- 2 on the requisition in writing signed by not less than one-third of members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- 3 On being given notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

24 1 At any general meeting the number of members required to constitute a quorum shall be the number of members presently on the Board plus thirty.

- 2 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. For the purpose if this rule Amember@ includes a person attending as a proxy or as representing a corporation which is a member.

- 3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of member of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 4 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 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 25 1 The Secretary shall convene all General Meetings of the Association by giving not less than 60 days notice of any such meeting to the members of the Association.
- 2 Not less than 60 days before each Annual General Meeting the Secretary shall advertise the notice of Annual General Meeting in the Association's Newsletter. The notice of the Annual General Meeting shall include a request for agenda items, notices of motion, and also notifications of requirements for Board elections.
- 3 Members may request matters, including notices of motion to be placed on the agenda by delivering the same to the Secretary to be received not less than 45 days prior to an Annual General Meeting.
- 4 The agenda (inclusive of the items of general business) of an Annual General Meeting shall be sent to each member in writing not less than 28 days prior to that meeting. Such agenda shall include items and notices of motion submitted by a member or members of the Board.
- 5 The Board will convene a Special General Meeting on the receipt by the Association's office of a requisition in writing addressed to the Secretary signed by at least 20 members of the Association.
- 6 A requisition for a Special General Meeting shall state the purpose of the meeting, and shall be signed by all the members requisitioning the meeting. One copy of the requisition may be signed severally, or individually signed copies submitted.
- 7 If the Board does not convene a Special General Meeting within 60 days from the date on which a requisition is received, the requisitioners may convene the meeting, provided they do so with 90 days from the date of the deposit of the

requisition.

- 8 A Special General Meeting convened by requisitioners under the above clause shall be convened in the same manner as meetings convened by the Board except that a representative of the requisitioners shall chair the meeting.
 - 9 Not less than 42 days notice of a Special General Meeting shall be given to members. The notice of a Special General Meeting shall also include a request for agenda items and notice of motion.
 - 10 To be included in the agenda, agenda items and notices of motion shall be addressed to the Secretary and be received by the Association's office not less than 45 days prior to a Special General Meeting.
 - 11 The agenda of a Special General Meeting shall be sent to each member in writing not less than 28 days prior to such meeting. Such agenda shall include items and notices of motion submitted by a member or members or the Board .
- 26 Unless otherwise provided by these Rules, at every General Meeting -
- 1 the Chairman shall chair the meeting, or if there is no Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the board members present shall elect one of their number to be Chairman of the meeting;
 - 2 the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - 3 every member present except Honorary Members shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting; PROVIDED further, that only Full Members, Permit Card Members Gold Card members and Life Members shall be entitled to vote in the election of Directors on the Board.
 - 4 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - 5 a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
 - 6 the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in

ALTERATION OF RULES

28 Subject to the provisions of the Association Incorporation Act 1985 (South Australia), these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting: provided that no such amendment, rescission or addition shall be valid unless the same shall be approved by appropriate person under the said Act.

COMMON SEAL

29 The Executive shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by a second member of the Executive or by some other person appointed by the Board for the purpose.

AUDIT

- 30 1 An independent and properly qualified Auditor of the Australian Society of Certified Practising Accountants shall be appointed by the Association at the Annual General Meeting. At least once in each financial year the Auditor shall examine the accounts of the Association and report to the members as to the correctness of those accounts.
- 2 The Auditor:-
- a has the right of access to the accounts, books, records, vouchers, and documents of the Association;
 - b may require from the employees of the Association such information and explanations as may be necessary for the performance of his or her duties as Auditor;
 - c may, in relation to the accounts of the Association, examine any member of the Board or any employee of the Association.
- 3 The Auditor will not restrict his/her observations to matters of a financial nature only, if matters to the general well being of the Association are identified or disclosed.

FUNDS AND ACCOUNTS

- 31 1 The funds of the Association shall be banked in the name of the Association in such bank as the Executive may from time to time direct.
- 2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of the like nature.
- 3 All money shall be banked as soon as practicable after receipt thereof.
- 4 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Executive Manager or other persons authorised from time to time by the Executive.
- 5 Cheques shall be crossed Anot negotiable@ except those in payment of wages, allowances or petty cash recoupment which may be open.

- 6 The Executive shall determine the amount of petty cash which shall be kept on the imprest system.
- 7 All expenditure shall be approved or ratified at an Executive Meeting.
- 8 As soon as practicable after the end of each financial year the Executive shall cause to be prepared a statement containing particulars of -
 - a the income and expenditure for the financial year just ended; and
 - b the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 9 All such statements shall be examined by the auditor who shall present his/her report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 10 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of money advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

- 32 The Executive shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

- 33 The financial year of the Association shall close on 30th June in each year.

NOTICES

- 34 Any notice, agenda or other information required to be provided to or served upon any member by the Association, be served by or on behalf of the Association upon any member personally, or by sending it through the post in a prepaid letter addressed to the member at his or her last known address, or by sending such letter to the care of the Executive Officer or Secretary of the member whose address has been supplied to the Association by such member, or by facsimile transmission to a number supplied to the Association by such member or contained on its letterhead. Such notice, agenda or other information may be contained in the official publication of the Association, for the time being known as ARodeo News®, and service of such official publication in the

above manner shall amount to service of the notice, agenda or other information contained therein.

WINDING UP

- 35 1 The Association may be wound up or dissolved only after a resolution passed by a three-quarters majority of the members present and eligible to vote at a meeting called for that purpose.
- 2 If, upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution having objectives similar to those of the Association and whose Memorandum or Association or constitution shall prohibit the distribution of its or their income or property among its or their members and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1) (a) Section 23 of the Income Tax Assessment Act 1936 (as amended).