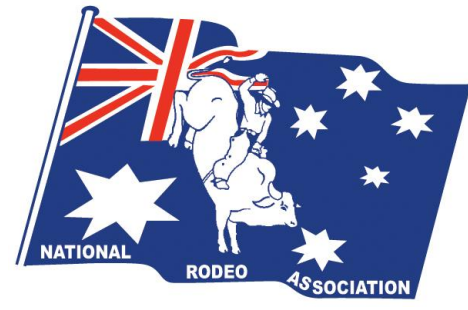


NATIONAL RODEO ASSOCIATION
MEMORANDUM AND ARTICLES OF ASSOCIATION

(INCORPORATING ALL CHANGES TO THE 15TH MAY 1999)

(INCORPORATING CHANGES MADE AS OF 17TH FEBRUARY 2003)

(AND INCLUDING DRAFT CHANGES MADE IN JANUARY 2005)



CURRENT AS AT: 28TH JANUARY 2005

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

NATIONAL RODEO ASSOCIATION LIMITED

1. The name of the company is “National Rodeo Association Limited” (hereinafter called “the Association”).
2. The objects for which the Association is established are:-
 - 2.1 To promote the improvement and popularity of the sport of rodeo and associated sports (hereinafter collectively called “the sport”) in Australia and elsewhere.
 - 2.2 To represent in any way whatsoever the interests of those participating in the sport and to provide for their welfare.
 - 2.3 To pursue uniformity of rules and standards relating to the sport.
 - 2.4 To stage and to assist the staging of events in Australia and elsewhere relating to the sport.
 - 2.5 To merchandise goods and services relating to the sport.
 - 2.6 To promote unity between those participating in the sport and those conducting or promoting events relating to the sport.
 - 2.7 To take over the assets and liabilities of the unincorporated body known as “National Rodeo Association”.
3. Notwithstanding the generality of the objects of the Association as set out in Clause 2 hereof the Association shall not amalgamate with, become a member of or support with its funds any company, corporation, society, association or organisation which does not prohibit the distribution of its income and property amongst its members except to the extent provided in Clause 4 of this memorandum or to any lesser extent.
4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of 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 payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding a proper commercial rate or any loan made to the Association by any member nor prevent the payment of reasonable and proper rent for premises or goods demised or let by any member of the Association to the Association nor prevent the payment to any member out of any fund the capital of which has been provided solely by members but so that no member of the Board or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or

money's worth shall be given by the Association to any member of such Board or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises or goods demised or let to the Association.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding ten dollars (\$10.00).
7. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members except to the extent provided in Clause 4 of this Memorandum or to any lesser extent such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereby such Judge of the Supreme Court of Queensland or such other Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provisions then some charitable object.
8. The full names, addresses and occupations of the subscribers are as set out below and we the said subscribers are desirous of being formed into a company in pursuant of this Memorandum of Association.

NAME, ADDRESS & OCCUPATIONS OF SUBSCRIBERS	NAME, ADDRESS & OCCUPATIONS OF SUBSCRIBERS	NAME, ADDRESS & OCCUPATIONS OF SUBSCRIBERS
William Alexander Urquart 57 Garie Street Mt Gravatt Qld 4122 Sales Supervisor	Subscriber's Signature	Witness's Signature And Address:
Robert Stanley Bray Armitage 196 Bethams Road Blacksoil Qld 4305 Timber Merchant	Subscriber's Signature:	Witness's Signature And Address:
Terrence Thomas McHugh Ms 525 Marburg Qld 4346 Electrician	Subscriber's Signature:	Witness's Signature And Address:
Paul Anthony Range Lot 4 Middle Road Purga Ipswich Qld 4305 Stores Supervisor	Subscriber's Signature:	Witness's Signature And Address
Brad James Ison 3 Valaria Street Seven Hills Qld 4170 Salesman	Subscriber's Signature	Witness's Signature And Address

DATED this 26th day of February 1993.

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

NATIONAL RODEO ASSOCIATION LIMITED

INTERPRETATION

The head notes hereto shall not affect the construction hereof and in these Articles unless there is something in the subject or context inconsistent therewith:-

“Appointed Executive Director” means a Director of the Executive Board appointed pursuant to clause 5.3

“the Articles” means the Articles of Association as amended from time to time pursuant to the provisions of the relevant legislation.

“Association” means the National Rodeo Association Limited ACN 058 447 993.

“the Board” means the Board constituted under Clause 3.1

“Chair” the person who has been nominated and accepted the position of Chair of the Board.

“Director” means a director of the Board.

“Disciplinary Appeal Committee” shall mean that subcommittee appointed under clause 1.7.19.

“Disciplinary Subcommittee” means the subcommittee established under clause 1.7.2.

“Executive Board” means the board constituted under clause 3.1.1.

“Financial Year” means the period from the 1st day of October in any year to the 30th day of September in the following year inclusive, provided that the Association’s first financial year shall commence on the date of incorporation and terminate on the 30th day of September 1993.

“in writing” and **“written”** include printing, lithography and other modes of reproducing or representing word in a visible form.

“the Law” means the Corporations Act 2001.

“Member” means a person registered in the records of the Association as a Member of the Association.

“Officers” includes the Chair, Directors, Secretary and Auditor.

“Operations Board” means the board constituted under clause 3.1.

“the Returning Officer” shall mean the officer charged with the conduct of the election in clause 3.8.4.

“the Rules” means the Rules (if any) of the Association made in accordance with the Articles and in force for the time being.

“the Secretary” means the Secretary appointed by the Board pursuant to the Articles and where the context reasonably permits, shall include any Acting Secretary or Assistance Secretary appointed by the Board.

“unfinancial member” means a Member who has at the relevant time not paid all subscriptions or other monies owing to the Association and in respect of which the due date for payment has passed.

“the unincorporated body” means the unincorporated Association known as “National Rodeo Association”.

Words importing the singular number only include the plural and vice versa.

Words importing one gender only include other genders.

Unless the context otherwise requires, the expressions which are defined in the Law in force on the date of incorporation of the Association shall except for those expressions defined above have the same meaning when used in these Articles.

1. MEMBERSHIP

1.1 Structure

1.1.1. The Membership of the Association shall consist of the following categories of Membership:-

- Full Membership;
- Associate Membership;
- Girls Division Membership;
- Junior Membership;
- Day Membership;
- Life Membership; and
- Honorary Membership.
- Permit Membership

1.1.2 Any person shall be entitled to apply for Permit Membership or Associate Membership.

1.1.3 Any female person shall be entitled to apply for Girls Division Membership.

1.1.4 Any person under the age of 18 years shall be entitled to apply for Junior Membership.

1.1.5 Any person other than an unfinancial Member shall be entitled to apply for Day Membership.

- 1.1.6 The Board may nominate to any Annual General Meeting for Life Membership any person who has in the opinion of the Board rendered the Association meritorious service or has served on the Board for a period of at least five years. And upon any such nomination being accepted by unanimous resolution of such Annual General Meeting such person shall become a Life Member.
- 1.1.7 Each Director shall during his term of office be an Honorary Member. The Board shall be entitled to award Honorary Membership to any other person for a period not exceeding one year in aggregate.
- 1.1.8 Notwithstanding anything to the contrary the Members of the unincorporated body under a particular category of Membership at the date of incorporation of the Association shall become and be Members of the Association under the same category on its incorporation and shall not be required to apply for Membership of the Association. Every Member of the unincorporated body who was a financial Member thereof at the date of its winding up shall be deemed a financial Member of the Association on its incorporation.

1.2 Rights of Categories of Members

- 1.2.1 Associate Members, Junior Members, Day Members, Permit Members, Girls Division Members and those other Members who have been Members for less than two years shall not be entitled to vote at any meeting of the Association.
- 1.2.2 No person shall be entitled to be a competitor in any rodeo organised under the auspices of the Association unless they are a Member.
- 1.2.3 The Board shall from time to time be entitled to prescribe other rights, obligations or conditions attaching to a particular category of Membership provided that any such rights, obligations or conditions are not contrary to or inconsistent with any other provision of these Articles or the Memorandum of Association.

1.3 Applications for Membership

- 1.3.1 An application for Membership of the Association in one of the categories other than Life or Honorary Membership:-
- (a) Shall be made in writing in a form approved by the Board from time to time for that category;
 - (b) Shall be lodged with the Secretary of the Association; and
 - (c) Shall be accompanied by the application fee (if any) as determined by the Board from time to time.
- 1.3.2 The Secretary shall be entitled to decide upon acceptance or rejection of applications for Day Membership.
- 1.3.3 In relation to all other applications as soon as is practicable after the receipt of an application, the Secretary shall refer a copy of the application to each Member of the Board by pre-paid post.

- 1.3.4 In the event of any written objection by a Member of the Board to acceptance of any application being received by the Secretary within 21 days of the mailing of the copy of such application to such Board Member that application shall be referred to the next meeting of the Board for a decision as to whether or not the application should be accepted or rejected.
- 1.3.5 In the event that there is no objection to an application pursuant to Article 1.3.4 within the time stipulated therein or in the event that the Board resolves to accept such application the Secretary shall, with as little delay as possible, notify the applicant in writing that he or she is approved for Membership of the Association and request payment of the amount payable under these Articles as the annual subscription within the period of 28 days after the receipt of the notification.
- 1.3.6 The Secretary shall, upon payment of the amount referred to in sub-clause 1.3.5 within the stipulated period, enter the applicant's name in the appropriate category register of Members kept by the Secretary and upon the name being so registered, the applicant shall become a Member of the Association.
- 1.3.7 Membership shall not be transferable.

1.4 Annual Subscription

The Board shall determine from time to time:-

- (a) The annual subscription payable by each Member for each financial year and the date upon which it is payable provided that no subscription shall be levied against Life Members or Honorary Members;
- (b) The services provided by the Association (if any) covered by the annual subscription; and
- (c) What other services shall be made available to or provided to the Members and the cost to Members of same.

1.5 Membership Register

The Secretary shall keep and maintain a register of Members in which shall be entered the full name and address of each Member, the category of membership and date of entry of such information and the register shall be available for inspection by Members at the registered office of the Association.

1.6 Resignation

- 1.6.1 A Member of the Association who has paid all monies due and payable by him or her to the Association may resign from the Association by giving notice in writing to the Secretary of such resignation and upon the receipt by the Secretary of such notice the Member shall cease to be a Member.
- 1.6.2 The Secretary shall make in the register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

1.6.3 Notwithstanding anything to the contrary contained herein, any Member who resigns from the Association shall not be entitled to re-apply for membership until a period of three calendar months has expired from the date of such resignation.

1.7 Disciplinary Proceedings

1.7.1 The Board may consider and take disciplinary proceedings against any member of the Association.

1.7.2 The disciplinary proceedings of the Association shall be conducted by a Disciplinary Sub-Committee.

1.7.3 The Chairman and other members of the Disciplinary Sub-Committee shall be appointed by the Board at or following each Annual General Meeting. The appointment of the Chairman and other members of the Disciplinary Sub-Committee shall continue until the Annual General Meeting next following their appointment. The Chairman and other members of the Disciplinary Sub-Committee shall be eligible to be reappointed for a further period or periods.

1.7.4 When considering any complaint, the Disciplinary Sub-Committee shall comprise a minimum of three (3) members, one of whom shall be the Chairman and a maximum of five (5) members, one of whom shall be the Chairman.

1.7.5 The following shall be entitled to be appointed to the Disciplinary Sub-Committee and to the Appeals Committee:-

- (i) A member of the current Board;
- (ii) A person who has previously been a member of the Board;
- (iii) A member of the Association;
- (iv) A legal practitioner;
- (v) An administrator.

1.7.6 If the Chairman of the Disciplinary Sub-Committee dies resigns or is otherwise incapable of performing his or her function, the Board shall appoint a replacement which may continue until the Annual General Meeting next following.

1.7.7 If the Chairman of the Disciplinary Sub-Committee determines that due to a conflict of interest, he or she is unable to perform his or her function in relation to any particular matter, the Chairman may appoint a replacement from the members of the Disciplinary Sub-Committee to perform his or her functions in those proceedings.

1.7.8 Upon receiving a complaint, the Board shall refer that complaint to the Chairman of the Disciplinary Sub-Committee who shall thereafter direct the proceedings of the Disciplinary Sub-Committee in relation to the hearing of the complaint. The Chairman of the Disciplinary Sub-Committee shall select the other members of the Disciplinary Sub-Committee to consider the complaint.

- 1.7.9 The appropriate disciplinary action open to the Disciplinary Sub-Committee shall include:-
- (i) Dismissing the complaint;
 - (ii) Expelling a member from membership of the Association;
 - (iii) Suspending a member from membership of the Association for a specified period of time;
 - (iv) Suspending a member from taking part in specified rodeos or events;
 - (v) Removing the member as a Director of the Board;
 - (vi) Altering the status of the membership of the member;
 - (vii) Removing the member from any position held by that member with the Association;
 - (viii) Requiring the member to pay to the Treasurer, within a specified time, an amount which shall not exceed the annual full membership of a member multiplied by one hundred (100);
 - (ix) Admonishing the member either orally or in writing;
 - (x) Making a finding that the subject matter of the complaint has been proven but taking no action in relation thereto;
 - (xi) Removing an award or prize bestowed on that member;
 - (xii) Requiring the member to return any prize or reward bestowed on that member;
 - (xiii) Altering the record of any placings of any event.
- 1.7.10 In addition to the disciplinary action set out in Clause 1.7.9, the Disciplinary Sub-Committee may determine that the member shall pay any costs or expenses occasioned by the Association or the Disciplinary Sub-Committee if it determines that the member's defence was mischievous, malicious, vexatious, and unduly long or lacking in merit.
- 1.7.11 The Board may take disciplinary proceedings against any member in relation to any complaint:-
- (i) That the member has refused or neglected to comply with the Memorandum or Articles of the Association;
 - (ii) That the member has refused or neglected to comply with any rule laid down by the Board;
 - (iii) That the member has been guilty of conduct unbecoming a member;
 - (iv) That the member has been guilty of conduct prejudicial to the interests of the Association.

- 1.7.12 The Chairman of the Disciplinary Sub-Committee shall cause to be delivered to the member concerned notice in writing setting out details of the complaint and particulars thereof and advising of a time when and the place where the Disciplinary Sub-Committee shall consider the complaint.
- 1.7.13 The Disciplinary Sub-Committee shall meet at the appointed time and shall determine the issue before it applying the rules of natural justice and in particular giving the member concerned a full opportunity to be heard and present his or her case.
- 1.7.14 The member concerned may with the leave of the Chairman of the Disciplinary Sub-Committee be represented by a legal practitioner but any such application for leave shall be made by written notice to the Chairman of the Disciplinary Sub-Committee received at least seven (7) clear days before the appointed time for the hearing of the complaint.
- 1.7.14
- (a) At the conclusion of the Disciplinary Sub-Committee's determination, the Chairman of the Disciplinary Sub-Committee shall by notice in writing inform the member and the Board of the decision of the Disciplinary Sub-Committee in relation to the complaint and the disciplinary action, if any, taken by the Disciplinary Sub-Committee.
- 1.7.15 The decision of the Disciplinary Sub-Committee shall be treated as if it were a decision of the Board.
- 1.7.16 Where the member wishes to appeal against any decision of the Disciplinary Sub-Committee such member shall within twenty-one (21) days lodge with the Secretary a notice to that effect setting out the part or parts of the decision appealed from and the reasons why the member maintains the decision is wrong together with an appeal lodgment fee being an amount equal to an annual full membership fee for a member.
- 1.7.17 Any disciplinary action shall be stayed pending the hearing of the determination of the appeal by the Disciplinary Appeal Committee.
- 1.7.18 Where the Secretary receives a notice of appeal within the time stipulated in Paragraph 1.7.16, the Secretary shall notify the Board and the appeal shall be placed on the agenda for the next Board Meeting of the Association.
- 1.7.19 The Chair or his/her nominee shall appoint a Disciplinary Appeal Committee to hear the appeal of the member concerned. The members of the Disciplinary Appeal Committee shall be chosen from the members of the Disciplinary Subcommittee.
- 1.7.20 The Disciplinary Appeal Committee shall comprise a minimum of five (5) persons and a maximum of seven (7) persons.
- 1.7.21 No person who was upon the Disciplinary Sub-Committee which considered the complaint the subject of appeal shall be entitled to sit upon the Disciplinary Appeal Committee.
- 1.7.22 The Secretary shall notify the member concerned of the time when and the place where the Disciplinary Appeal Committee will consider the appeal.
- 1.7.23 The Disciplinary Appeal Committee shall give the member concerned a full opportunity to address it as to why the decision of the Disciplinary Sub-Committee was incorrect or the disciplinary action excessive or inappropriate.

- 1.7.24 In hearing the appeal the Disciplinary Appeal Committee shall not receive any further material but shall consider the material before the Disciplinary Sub-Committee and any submission from the member concerned or his legal representative and from the Chairman of the Disciplinary Sub-Committee.
- 1.7.25 In exercising its discretion on the appeal, the Disciplinary Appeal Committee may take different action to that imposed by the Disciplinary Sub-Committee provided that such is in accordance with Clause 1.7.9.
- 1.7.26 As part of its decision, the Disciplinary Appeal Committee may determine that the member shall pay any costs or expenses occasioned by the Association or the Disciplinary Sub-Committee or the Disciplinary Appeal Committee if it determines that the member's appeal was mischievous, malicious, vexatious, unduly long or lacking in merit.
- 1.7.27 The Chairman of the Disciplinary Sub-Committee shall make such rulings as to the practice and conduct of the hearing of the complaint as he or she deems proper.
- 1.7.28 The majority required to determine any question arising on the Disciplinary Sub-Committee or the Disciplinary Appeal Committee on the hearing of an appeal shall be a simple majority of the members present and entitled to vote and in the event of an equality of that vote, that question shall be determined in the negative.
- 1.7.29 No appeal shall lie from the determination of the Disciplinary Appeal Committee and the member agrees to abide by the decision of the Disciplinary Appeal Committee.

Members' Conduct at Rodeos and Associated Events

- 1.7.30 The following provisions relate to summary disciplinary proceedings involving complaints against Members at rodeos and associated events.
- 1.7.31 Each Director of the Board is entitled to take summary disciplinary proceedings against any Member.
- 1.7.32 Each Member of the Association shall:-
- (i) Obey the reasonable orders and directions of any official at any rodeo or associated event;
 - (ii) Not obstruct, disrupt or delay the conduct of any rodeo or associated event;
 - (iii) Not abuse or swear at any official at any rodeo or associated event, nor any other Member, nor any member of the public; and
 - (iv) Not conduct himself in a way that reflects adversely on the Association or the rodeo.
- 1.7.33 Any Director who observed any Member breaching Clause 1.7.32 or who receives a complaint that any Member has done so may deal summarily with the matter.
- 1.7.34 In dealing summarily with the matter, the Director shall give the Member concerned a reasonable opportunity to be heard and shall, upon making a decision, advise the Member concerned of the result of his decision.

1.7.35 The action open to the Director against any Member is to:-

- (i) Censure the member;
- (ii) Require the Member to pay to the Treasurer within a month, an amount which shall not exceed the annual full membership of the Member.

1.7.36 The Director shall within a reasonable time advise the Board of any summary disciplinary proceedings.

1.7.37 The decision of the Director in relation to summary disciplinary proceedings shall be treated as if it was a decision of the Board.

1.7.38 There shall be no appeal from a summary decision of a Director.

1.7.39 Notwithstanding the provisions of Clause 1.7.38, the Board may at its discretion annul, set aside or vacate any summary decision made by a Director.

1.7.40 The provisions of Clauses 1.7.30 to 1.7.39 shall be used for minor matters only (misdemeanours) and shall not effect the right of the Association to take proceedings under Clauses 1.7.1 to 1.7.29.

1.8 Cessation of Membership

1.8.1 A Member shall cease to be a Member:-

- (a) If that Member should die; or
- (b) If that Member becomes of unsound mind; or
- (c) If that Member shall not have paid any fine payable by that Member within three months of that Member being called upon by the Secretary so to do and if the Board shall resolve that such Member be no longer a Member of the Association.
- (d) If that Member shall not have paid any Membership subscription before the expiration of three months following the due date.

1.8.2 Any cessation of membership and the date from which it is to have effect shall be entered by the Secretary in the Membership Register.

1.9 Effect of Resignation, Cessation or Termination of Membership

A person who has resigned or whose membership has been terminated or cased to be a member shall:-

- (a) Not be entitled to any rights and privileges of a member; and
- (b) Remain liable for and shall pay the Association all monies whatsoever for which at the date of effect of such resignation, cessation or termination that person was liable to the Association.

2. GENERAL MEETINGS

2.1 Annual General Meetings

- 2.1.1 The Association shall each year within the months of December, January or February following the end of the association's financial year hold an Annual General Meeting of its members
- 2.1.2 The Annual General Meeting shall be held on such day and at such place as the Board determines.
- 2.1.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 2.1.4 The following business shall be attended to at the Annual General Meeting:-
- a) Confirmation of the minutes of the last preceding Annual General Meeting;
 - b) Reports from the Board upon the transactions of the Association during the last preceding financial year;
 - c) Receipt of advice of the election of members of the Board;
 - d) Any nominations for life membership;
 - e) Any other matter required by the Law and,
 - f) Appointment of the Chairman of the Disciplinary Subcommittee and Disciplinary Subcommittee Members.
- 2.1.5 The Annual General Meeting shall be held in addition to any other General Meetings that may be held in the same year.

2.2 Special General Meetings

All General Meetings other than the Annual General Meetings shall be called special General Meetings.

2.3 Methods of Convening

- 2.3.1. The Board may, whenever it thinks fit, convene a special General Meeting of the Association to consider such motions as the Board shall resolve to put to that meeting.
- 2.3.2 The Secretary shall, on the requisition in writing of Members who are together entitled to not less than 5% of the total voting rights of all Members capable of being exercised at a General Meeting convene a special General Meeting of the Association.
- 2.3.3 The requisition for a special General Meeting shall state the motions to be put to the meeting and shall be signed by the Members making the requisition and be sent to the registered office of the Association and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- 2.3.4 If the secretary does not cause a special General Meeting to be held within one month after the date on which the requisition is sent to the registered office of the Association, the Members making the requisition, or any of them, may convene a special General Meeting to be held not later than three months after that date.
- 2.3.5 A special General Meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as those meetings convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

2.4 Notices of Meetings

The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member a notice stating the place, date and time of the meeting and stating the objects of such meeting.

2.5 General Meeting procedure Quorum

- 2.5.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 2.5.2 The required quorum for general meetings shall be five-eighths of the Members of the Board of the Association.
- 2.5.3 If within half an hour after the appointed time for the commencement of a General Meeting and at any time during a meeting, a quorum is not present, the meeting shall be dissolved.

Chairperson

- 2.5.4 The Chair of the Board or his nominee shall preside as Chair at each General Meeting of the Association.
- 2.5.5 If the Chair of the Board or his nominee is not present at a General Meeting, the Members present shall elect one of their **number** to Chair at the meeting.

Voting

- 2.5.6 All votes shall be given personally and no proxies shall be allowed.
- 2.5.7 Upon any question arising at a General Meeting of the Association, each Member entitled to vote has one vote only.
- 2.5.8 A Member shall not be entitled to vote at any General Meeting if he is an unfinancial Member.
- 2.5.9 A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 2.5.10 The majority required to determine any question arising at a General Meeting shall be a simple majority of the Membership present and entitled to vote.
- 2.5.11 In the case of an equality of voting on a question, the Chairperson of the meeting shall not be entitled to exercise a second or casting vote and the motion shall be defeated.
- 2.5.12 If at a meeting a poll on any question is demanded by not less than three Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll on the basis of the majority referred to in Articles 2.5.10 shall be deemed to be a resolution of the meeting on that question.
- 2.5.13 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

3. COMPOSITION OF THE BOARD

- 3.1.1 The Association shall be governed by a Board which shall comprise Executive Board Directors and operational Board Directors
- 3.1.2 Those Board Directors who are not members of the Executive Board shall be Directors of the Operational Board
- 3.2 The following persons shall comprise The Board from the date of incorporation of the Association to the close of the first Annual General Meeting of the Association:-

William Alexander Urquhart	-	President
Robert Stanley Bray Armitage	-	Executive Director
Paul Anthony Range	-	Executive Director
Brad James Ison	-	Executive Director
Terrence Thomas McHugh	-	Executive Director
Ken Andrew Reed	-	Operations Director
Dean Stanley Weller	-	Operations Director
Peter Gary O'Connor	-	Operations Director
Dene Andrew Barram	-	Operations Director
Mick John Duffy	-	Operations Director
Paul Anthony Barron	-	Operations Director
Harold Edward Kennedy	-	Operations Director
Mason Jardine	-	Operations Director
Arthur Charles Wales	-	Operations Director
Bryan Francis Kofoed	-	Operations Director

3.3 Term of Office

- 3.3.1 Directors of the Executive Board shall hold office for a term of three years commencing immediately after the close of the Annual General Meeting at which he/she was declared elected and shall end at the close of the third Annual General Meeting of the Association after that at which he/she was declared elected.

- 3.3.2. Directors of the Operations Board elected by the members of the Association shall hold office for a term of two years commencing immediately after the close of the Annual General Meeting of the Association at which he/she was declared elected and shall end at the close of the second Annual General Meeting of the Association after that at which he/she was declared elected.
- 3.3.3 The Chair of the Executive Board or his nominee shall also be the Chair of the Operations Board.

3.4 **Rotation**

- 3.4.1 At each Annual General Meeting the following Directors shall retire:

Ken Andrew Reed
Dean Stanley Weller
Peter Gary O'Connor
Mick John Duffy
Arthur Charles Wales

- (a) Half of all Operations Directors declared elected to office at the next but one preceding Annual General Meeting;
- (b) Any Appointed Operations Board Directors appointed by the Board pursuant to Article 5.3;
- (c) If the Secretary shall not have received sufficient nominations of persons eligible for election to the Board so as to maintain the constitution of the Board specified in Article 3.1 hereof so far as the Ordinary Directors are concerned then the provisions of Article 5.3 shall apply subsequent to the next Annual General Meeting.

- 3.5 Any retiring Chair or Director shall be eligible for re-election to the Board.

3.6 **Nominations**

- 3.6.1 Nominations for election to the Board shall be in writing in the manner prescribed by the Board from time to time and shall be forwarded to the Secretary postage pre-paid and post marked not later than 20th September preceding the election or may be lodged at the office of the Secretary not later than that date. Nominations shall be accompanied by the written consent of the person nominated and may include a biographical note of the person nominated of not more than 100 words and shall be accompanied by a form approved by the Law consenting to act as a Director.
- 3.6.2 Only a Member who would at that time be entitled to vote at a General Meeting may nominate a candidate for election to the Board.

3.7 **Eligibility**

- 3.7.1 Only a person who is a Member who would at that time be entitled to vote at a General Meeting shall be eligible for election to the Board.

3.8 Election

- 3.8.1 If the number of nominations of candidates for any office on the Board are less than or only as many as the number of positions on the Board allotted to that office then those candidates shall be deemed elected and shall not be included in the ballot.
- 3.8.2 Before the end of October each year the Secretary shall issue ballot papers for the election of as many Operations Directors as shall retire at the following Annual General Meeting and each ballot paper shall set out the surname (followed by the Christian names or initials) in alphabetical order of the Members nominated for election to the Board and not automatically elected pursuant to Article 3.8.1. Only those Members who are at the time the ballot papers are issued are entitled to vote at a General Meeting shall be entitled to vote in the ballot. Each Member entitled to vote shall be issued with one ballot paper. The ballot papers, biographical notes and instructions for voting shall be posted to every Member within seven days of the issue of the ballot papers. The method of voting shall be such as is prescribed by the Board from time to time. The Ballots shall close at 4 o'clock in the afternoon on the last day of November in each year and only those received by that time shall be counted.
- 3.8.2 The returning officer shall be the Secretary and each candidate shall be entitled to nominate one scrutineer to superintend the taking of the ballot. If no candidate so nominates then the Chairperson shall nominate one scrutineer.
- 3.8.3 The returning officer after counting the votes shall certify in writing to the Chairperson at the Annual General Meeting the result of the ballot and the Chairperson shall declare elected candidates in accordance with such certification.
- 3.8.4 The decision of the returning officer shall be final and binding in respect of all matters affecting the election.

COMPOSITION OF THE EXECUTIVE BOARD

- 3.9.1 The Executive board of Directors shall comprise not more than six Executive Directors
- 3.9.2 Two of the initial Executive Directors shall be elected by the members at an annual general meeting in February 2003. The Third Executive Director shall finish his/her current term at the end of the next AGM. One of the Executive Directors elected by the members at the annual general meeting in February 2003 shall hold office until the conclusion of the AGM following the next annual general meeting.
- 3.9.3 At least one Executive Director shall be elected by the Members of the Association at each AGM.
- 3.9.4 The following persons shall be entitled to be appointed to the position of Executive Director by the Board.
- a) A member of the association of the type referred to in clause 1.1.1
 - b) A member of the Ordinary Board of Directors
 - c) A person who while not being a member of the association or of the Operations Board is considered by the Executive Board to have skills to benefit the association and who agrees to become a member of the Executive Board and to be bound by the memorandum and articles of the Association

- 3.10.1 Appointed Executive Directors appointed by the Board under Clause 5.3 (unless removed from that position) shall hold office from when they accept the nomination until the close of the next Annual General Meeting.
- 3.10.2 Executive Directors appointed under Clause 5.3 shall be removed from their position if they lose the confidence of the Executive Board.

3.11 ROTATION

- 3.11.1 At each annual general meeting one Executive Director who was elected by the members at an AGM shall retire, that Executive Director being the person who has held position of Executive Director for the longest term.
- 3.11.2 Any retiring Executive Director shall be eligible for immediate re-election to the Executive Board.
- 3.11.3 Any retiring Executive Director shall be eligible to be nominated for the position of Executive Director.

4. POWERS OF THE BOARD

4.1 General Control

- 4.1.1 Subject to the Memorandum and Articles of the Association the management of the business and the control of the finances and affairs of the Association shall be vested in the Board which may exercise all such powers and do all such things as may be exercised or done by the Association as are not hereby or by the Law expressly directed or required to be exercised or done by the Association in General Meeting. Except as required by the Law the Board shall not be bound by any resolution of a General Meeting.
- 4.1.2 The, Secretary shall be a member of the Executive Board.
- 4.1.3 The Executive Board shall be responsible for the matters of the long term policy finances and the strategic direction of the association.
- 4.1.4 The Operations Board of directors shall be responsible for the day- to day activities of the association within the policy framework laid down by the law, these articles, the rules and regulations of the association and the directions of the Executive Board.
- 4.1.5 Any mortgage, loan or security by the Association shall require to be approved by the Executive Board and signed by the Chairman and the Secretary of the Association.

4.2 Rules

- 4.2.1 The Board shall have power to make alter and repeal from time to time all such rules as it may think fit for the proper conduct and management of the Association subject only to the Law and the Memorandum and Articles of the Association and such rules shall be binding upon the Members as if they were included in these Articles.

4.2.2 Without limiting the Boards powers in relation to rules in particular that power shall include the making, altering and repealing of rules in relation to the following matters:

- (a) The physical and financial welfare of Members;
- (b) Disqualification or fines in connection with Members participation in the sport;
- (c) Fines in connection with the Members failure to abide by these Articles and any rules and in particular the failure to pay by the due date Membership fees and other monies owing to the Association;
- (d) Rules for the conducting of any rodeos and other sporting events by or under the auspices of the Association;
- (e) Awards to Members and the conditions attaching to any competition relating to them;
- (f) The provision and qualification of judges in relation to such aforesaid events;
- (g) The implementation and maintenance of a judiciary system; and

4.2.3 The Secretary shall as the Board considers convenient notify each Member of any rules made and of any alteration of or amendment to any rule so made by the Board.

4.2.4 Until otherwise determined by the Board the rules of the unincorporated body in force as at the date of incorporation of the Association insofar as they are not inconsistent with or repugnant to the Memorandum of Association or these Articles shall be the rules of the Association.

4.3 Attorneys

The Board may from time to time appoint any one or more of its Members to act as attorneys for the Association for such purposes as it shall determine.

4.4 Cheques, Receipts, etc

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two persons appointed by the Board for the purpose.

4.5 Committees

The Board may appoint committees and may fix the quorum thereof and may delegate any of its powers to such committees and make rules for regulating the proceedings of the committees and the President shall be an ex-officio Member of committees.

4.6 Executive

4.6.1 In particular the Chairman or in his absence, his nominee (an executive director) and three Directors, shall constitute an Executive Board which in between Board Meetings and subject to the direction of Executive Board Meetings shall be entitled to exercise all the powers of the Board other than the power to make amend or repeal rules.

- 4.6.2 The Chairman of the Operations Board shall ensure that a copy of all minutes of the Board and all rules made by the Operations Board and all determinations of the Operations Board are delivered to the Chairman of the Executive Board within a reasonable time and in any event within seven days of such decision, determination or rule.
- 4.6.3 The Executive Board may overrule any decision of the Operations Board.
- 4.6.4 The Chairman of the Executive Board shall ensure that any decision of the Executive Board overruling any decision of the Operations Board shall be promptly conveyed to the Operations Board and thereupon the overturned resolution of the Operations Board shall be vacated and be of no force or effect.

4.7 Validity

All acts done by any meeting of the Board or committee or by any person 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 of the committee or person acting as aforesaid or that Members of the Board or any of them were disqualified from so acting, be a valid as if every such person had been duly appointed and was qualified to be a Member of the Board or the relevant committee.

5. BOARD VACANCIES

5.1 Resignation

A Director of the Board may resign by posting a notice of his intention to resign to the registered office of the Association or lodging such notice at the said office and the resignation shall have effect upon the date on which the notice is lodged at the registered office of the Association or upon its earlier acceptance by the Board.

5.2 Termination

The office of a Director of the Board shall be vacated:

- (a) If he resigns his office by notice in writing to the Association;
- (b) If he ceases to be a Member of the Association;
- (c) If he be absent from three consecutive meetings of the Board without approval from the Board for leave of absence in writing;
- (d) If he becomes bankrupt or makes any arrangements or composition with his creditors generally;
- (e) If he becomes prohibited from being a Director of a company by reason of any order made under the Law;
- (f) If he 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;
- (g) If he breaches article 6.8.1;
- (h) If a motion of no-confidence is passed by the Board.

5.3 Filling of Vacancies on the Board

In the event of any office of a Director becoming vacant the Board shall be entitled to fill that vacancy by the appointment of some other person who is otherwise qualified to become a Director provided that such appointment shall unless otherwise sooner determined by the Board terminate at the close of the Annual General Meeting next following such appointment.

6. BOARD MEETINGS

- 6.1 The Board shall meet at least three times in each financial year and may meet so often and at such time or times and at such place places as it may from time to time determine. In default of the Board nominating the time and place of any such meeting the Secretary shall determine the same and notify the Directors thereof.
- 6.2 The Secretary shall convene a Board Meeting if directed to do so by the Chairman or by any three Directors of the board.
 - 6.2.1 At least fourteen day notice of a Board Meeting shall be given to the Directors. Unless the matter is one of urgency.
 - 6.2.2 If the Chairman or three directors consider that business of urgent nature needs to be undertaken a board meeting maybe convened upon notice to the directors of less than fourteen days notice according to the urgency of the matter.
 - 6.2.3 The Secretary shall take all reasonable steps to notify all Board Members of a meeting where less than fourteen (14) days has been given.

6.3 Chairperson

The Chairperson at any meeting of the Board shall be the Chairman of the Executive or his nominee or if at any meeting the Chair or his nominee is not present within 30 minutes after the time appointed for holding the meeting then the meeting shall elect a Chairperson from the Members of the Board present and the Chairperson so elected may perform all the duties and exercise the discretion of the Chairperson.

6.4 Quorum

- 6.4.1 At all meetings of the Board the required quorum shall be 5/8 of the Directors. In the event of a quorum not being present within half an hour of the time appointed the Chair, or in the Chair absence, his nominee shall postpone the meeting to such date, time and place as may be considered to be suitable.
- 6.4.2 In the event of a quorum not being present within 30 minutes of the time appointed, the Chairperson of the meeting shall postpone the meeting to such date, time and place as may be agreed on by the members then present.
- 6.5 At all meetings of the Board the Chairperson's ruling shall be final in all matters of order and practice.

6.6 Adjournment

The Board may by resolution from time to time adjourn its meeting to such place and time as the Board may think fit. Business on the agenda for any Board meeting which has not been completed or dealt with at such meeting may be completed or dealt with as the case may be at any such adjourned meeting.

6.7 Except as otherwise provided herein the majority required to determine any question at a meeting of the Board shall be a simple majority of the Directors present and entitled to vote. In the event of a tie, the decision shall be held in the negative.

6.8.1 **Conflict of Interest**

A Director shall not vote in respect of any contract or proposed contract with the Association in which he is directly or indirectly interested or any matter arising thereout and if he does so vote his vote shall not be counted.

6.8.2 No contract made by a Director with the Association and no contract or arrangement entered into by or on behalf of the Association with any company or partnership of or in which any Director is a Director, Member or otherwise in any way interested, shall be avoided, nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason only of such Director holding his office or of the fiduciary relationship thereby established.

6.9 **Resolution in Writing**

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 as 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 including a facsimile of any such signed form of resolution.

6.10 **Minutes**

Minutes of the proceedings of the Board shall be recorded by the Secretary in a Minutes Book kept for the purpose. The minutes shall be verified at the next succeeding Board Meeting and signed by the Chairperson of that meeting. When signed the minutes shall be prima facie evidence of the facts stated therein.

7. **SECRETARY**

7.1 There shall be a Secretary of the Association who shall be appointed by the Board for such term at such salary and upon such conditions as the Board may from time to time think fit. The Board shall have the power at any time to revoke any such appointment and to make a fresh appointment.

7.2 The Board may at any time as the occasion may require appoint and dismiss an Acting Secretary or an Assistant secretary.

7.3 The Secretary shall perform such functions as the secretary may from time to time be directed by the Board to perform.

7.4 The Secretary shall be a member of the Executive Board and of the Operations Board and his/her nominee shall be charged with taking the minutes of both the Executive Board and the Operations Board.

8. REGISTERED OFFICE

The registered office of the Association shall be at such place as the Board may from time to time determine.

9. SEAL

The Executive Board shall provide for the safe custody of the seal of the Association which shall only be used by the authority of the Board or a committee of the Board authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a Member of the Board and shall be counter-signed by the Secretary or by a second Member of the Board or by some other person appointed by the Board for that purpose and a record shall be made of details of the affixation.

10. NOTICES

10.1 A notice may be given by the Association to any Member either by delivering it personally to the Member or by sending it by pre-paid post to the last address notified by the Member to the Secretary.

10.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, three (3) days after the date of its posting irrespective of whether or not it is in fact so received.

11. INDEMNITY

Every officer or agent of the Association shall be indemnified out of the property of the Association against any liability incurred by him in his capacity as officer or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which is acquitted or in connection with any application in relation to any such Proceedings in which relief is under the Law granted to him by the Court.

We, the several persons whose names are subscribed being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

NAMES OF SUBSCRIBERS	SUBSCRIBER'S SIGNATURE	SIGNATURE AND ADDRESS OF WITNESS
William Urquhart	Subscriber's Signature:	Witness's Signature And Address:
Robert Stanley Bray Armitage	Subscriber's Signature:	Witness's Signature And Address:
Terrence Thomas McHugh	Subscriber's Signature:	Witness's Signature And Address:
Paul Anthony Range	Subscriber's Signature:	Witness's Signature And Address:
Brad James Ison	Subscriber's Signature:	Witness's Signature And Address:

DATED this 26th day of February 1993.