

MEETING OPENED – 16.40pm 31 MARCH 2010			
1	<p>ATTENDANCE: D Drew (Chairperson / President), A Newton (Immediate Past President), C Dengate (Vice President), V Hume (Director / Company Secretary), L Wear (Director), C Geri(Director), J Dennis, T Scown, Tri Star constituents(1)&(2), C Auld, A Lord, D O'Reilly, M Hambrook, T Hambrook, C Minnette, D Banks, J Ward, L A Hall, K Mills, K Carrigan, L Carrigan, M Hume, M Lane, J Attard, R Tregoning, S Sparkman, K Lonski, C Stapleton, S Downey, D Gilbert, T Marsden, L Gunning, P Simpson, K Derksen, J Wagner, M Farmer, B Geissler, C Rushby, B Kay, K Johnson, D Egan, M Savill, C Burton, D Sullings, S Egan, K Day, D Richardson, B Richardson, H Moran, G Savill, O Sullivan, R Shaw, G Shaw, P Howard, K Sheppard, J Bona, H Bentley, S Kinkade, R Gillard, P Benoit, L Hall, J Bellenger, W Bellenger</p> <p>APOLOGIES – S Carlson, S Brownwater, L & C Carrington, J Hall</p> <p>Minute Taker : Pat Thompson Counters from Audience: J Wagner, M Hume, S Sparkman</p> <p>Note: There is a discrepancy between the written minutes and the AGM voting spreadsheet with regards to the abstention votes. This discrepancy does not change the voting results.</p>		
2	ACCEPTANCE OF PREVIOUS MINUTES		ACTION
	<p>Motion: Accept the minutes from last AGM held 6 April 2009 Moved: L Wear Seconded: D Sulling Against: D Egan</p>		
3	Business Arising		ACTION
	None		
4	President's Report		ACTION
	<p>D Drew read the President's report Moved: M Hume Seconded: K Mills</p>		
5	Auditor's Report		ACTION
	<p>V Hume stated that the financial statements were unaudited at this point in time but a draft version was available to all members at request. She also stated the final figure was a \$38000 loss – consolidated.</p> <p>C Rushby asked why the financials were unavailable at this time.</p> <p>C Dengate replied to see him at the end of the meeting and he will make available the draft copies as he only received them a few hours ago. Copies would be available at the Show Office desk and not for discussion at the AGM.</p>		
6	Notices of Motion		

<p>Motion A Within six months the Board of Directors obtain appropriate legal and/or financial advice regarding the course of action required to register the PHAA as a tax deductible not for profit organisation. Upon the receipt of this advice the Board of Directors is to consider, and if in the best interest of the PHAA implement, recommendations made by the legal and/or financial advisors.</p> <p><i>Explanation:</i> There has already been instances where the Association could have applied and successfully obtained private sector funding, but because of not being registered as a tax deductible not for profit organization none of this funding was available. This could also save the Association certain bank fees which over time would be a considerable saving.</p> <p>Moved: Megan Savill, 6398, Seconded: Pam Simpson, 4601 For:63 Against:7 Abstained: <u>CARRIED</u></p>		
<p>Motion B Bylaw 4.6 REGULAR REGISTRY/PAINT BRED COMPETITION The Paint Horse Association of Australia Ltd will not recognise, approve or give points for Regular Registered Paint Horses (coloured horses) and Paint Bred Horses (solid horses) being shown together in halter or in a designated ridden class with only both horses competing together. For example Paint, Paint Bred Under Saddle (English or Western). (AGM2001)</p> <p>Replace with: REGULAR REGISTRY/PAINT BRED COMPETITION The Paint Horse Association of Australia Ltd will recognize and approve regular registered paint horses(coloured) and Paint bred horses (solids) being shown together when competing in SPECIAL NON POINT SCORING EVENTS ONLY.</p> <p>These events are to be approved by the Board and are to be run at the National Show. Such events would be, but not limited to the following;</p> <ol style="list-style-type: none"> 1. Weanling Slot events. 2. Yearling Slot events. 3. YISC Futurities (already approved) <p>Moved: Denis Drew, Seconded: Vicki Hume 7450</p> <p>For: 48 Against: 31 Abstained: 3 <u>CARRIED</u></p>		
<p>Meeting Adjourned 17.30 (to reconvene 17.50)</p> <p>Due to questions raised from the floor regarding the proxy votes, a short adjournment was undertaken to review the proxies to check for inconsistencies and validity of some proxies. Following the adjournment, the error was rectified and the meeting recommenced with the continuation of the hearing of the remaining motions.)</p>		
<p>Recommenced 18.05</p>		
<p>Motion C BYLAW 5.3</p>		

<p>STATE SHOW RESTRICTION That there be only one State Championship Show on any one weekend (AGM2002)</p> <p>Replace with: STATE SHOW RESTRICTION That there be only one State Championship Show on any one weekend with the exception of remote states such as, Western Australia, Tasmania, Northern Territory and South Australia where South Australia does not fall on a QLD, NSW, Vic State Show weekend only.</p> <p><i>Explanation: The intent of the Motion was to prevent a QLD, NSW, VIC, or SA State Show coinciding on the same weekend which limited the attendance of exhibitors. History has proven that competitors who wish to attend a Tasmanian State Show on the same weekend as a Western Australia, South Australia (or if for future a Northern Territory) State Show is unlikely given the distance and associated costs of travel. Affiliated clubs in remote areas should be given the chance to put their case to the Board of Directors who may grant approval on a case by case basis.</i></p> <p>Moved: V Hume 7450, Seconded: M Hume 5311 V Hume spoke for the motion A Lord spoke against the motion, ambiguous V Hume replied</p> <p>For: 28 Against: 43 Abstained: 0 <u>DEFEATED</u></p>		
<p>Motion D Remove Article 12(iv) All powers of the Board of Directors, except the power to change rules and regulations pertaining to registration of horses, shall be vested in the Executive Committee.</p> <p>Replace with: Article 12(iv) The powers of the Executive Committee shall be limited only to such decisions that cannot, at the time, be made by the Board of Directors in a properly convened Board Meeting or Teleconference. The Executive Committee shall not have the power to overturn or rescind any decision made by the Board of Directors in a properly convened Board Meeting or Teleconference and any or all decisions made by the Executive Committee may be subject to change, alteration or refusal by the Board of Directors.</p> <p><i>Explanation: This Article is a remnant from the 'old' days when the Board of Directors was much larger and Directors were spread out across the country. Executive Committee powers may have been needed at a time when the full Board could not be easily contacted or convened (pre email and teleconferencing etc.) As it stands the Article gives far too much power to a few people as in effect, the 4 members of the Executive Committee have almost all the powers of the whole Board without the constraint of having to have a decision discussed and ratified by the Board in a meeting.</i></p> <p>Moved: Carol Rushby, 603 Seconded: Sonya Kinkade, 4016</p> <p>C Rushby spoke for as per notice V Hume spoke against – 2008 AGM voted by members that email not recognised as electronic meeting C Rushby replied</p> <p>For: 54 Against: 34 Abstained: 0 <u>DEFEATED (Articles required 75% to be carried)</u></p>		
<p>Motion E The PHAA shall award Honour Roll and Lifetime points for all Futurities, Maturities and Derbys that do not have a mixed-sex Halter component.</p>		

	<p>Explanation: We have many Paints going out and winning and placing in prestigious Open Futurities as well as closed Paint events and we should be rewarding them as much as possible for their promotion of the Paint breed. Originally points weren't allocated for Futurities because the competitors received prize money, and it was felt that the prize-money was sufficient reward. Nowadays prize money is common across many different events.</p> <p>NB: PHAA points are not allowed for any mixed sex Halter classes except for Led Hack which is part of the English Performance category.</p> <p>Moved: Sonya Kinkade, 4016 Seconded: Carol Rushby, 603</p> <p>S Kinkade spoke for H Bently spoke against Reply - denied</p> <p>For: 55 Against: 34 Abstained: 1 CARRIED</p>	
	<p>Motion F General – Open Halter The PHAA should expand Category 9 General Performance, with a new point earning category to cover Halter Classes and Futurities of mixed-breeds and/or mixed-sex. Applying the same conditions as other Category 9 events (ROM and Superior Awards only – Events not eligible for PHAA Champion, Supreme Awards, All Round Horse or High Point Performance or Halter)".</p> <p><i>Explanation: We need to extend our reward system and recognize Halter competitors who are making the extra effort in showing and promoting Paints 'outside'. Many are winning 'Open' Futurities and also Supreme All-Breed Awards etc and are not receiving any recognition within the PHAA at this time.</i></p> <p>Moved: Carol Rushby, 603 Seconded: Sonya Kinkade, 4016</p> <p>C Rushby spoke for – general category as per notice Question from A Newton re difference in previous/this motion C Rushby replied – not recognising effort of PHAA horses outside of PHAA shows eg Hacks etc. C Dengate spoke against – standard of excellence of other breeds outside of our own breed. Reply - C Rushby</p> <p>For: 17 Against: 46 Abstained: 15 DEFEATED</p>	
	<p>Motion G Directors Expenses, Part One That all directors travel expenses incurred whilst performing the duties of Director on behalf of the Association be reimbursed upon the production of a receipt or tax invoice.</p>	

Explanation: Currently, directors are only reimbursed to a maximum amount for travel based on their geographic place of residence to attend board meetings. There is no provision for travel to airport, parking or kilometres incurred in the use of a private motor vehicle. This may place added financial pressure on directors or persons who would otherwise nominate for the position of director. There is a perceived view by some of the membership that to be a director you should have the financial backing to perform the duties or live in an area of close proximity to board meetings. By increasing the legitimate claimable amount it would open up the possibility of more prospective directors nominating.

Directors Expenses Part Two

That all directors telephone expenses incurred whilst performing the duties of Director on behalf of the Association be reimbursed upon the production of evidence by no less than three comparable phone bills prior to becoming a director.

Explanation: Currently there is only provision for directors to claim reimbursement for phone calls incurred whilst attending to Association business. Directors do not claim meals or incidentals whilst attending board meetings, which in many incidents is at great personal cost in a financial sense. Whilst directors in the past have been happy to meet these costs, it should be recognised by the membership at what personal financial cost they are doing so. It is unanimously agreed by all directors that they are not out to profit from attending board meetings it should also be acknowledged by the membership that directors should not be out of pocket for expenses occurred for performing the duties of director on behalf of the Association and the membership. By allowing the reimbursement of telephone and/or capped meal expenses (receipts to be provided) it would open up the possibility of more prospective directors nominating.

There is no obligation for directors to claim any out of pocket expenses if they so desire.

Moved: Denis Drew Seconded: Vicki Hume 7450

D Drew spoke for

H Bently spoke against – abused, keep directors honest, previously has broken the Association

For: 2

Against: 72

Abstained: 1

DEFEATED

Motion H

Insert as Article 11 (a) (iii):

When a member has been fined, suspended, or expelled under Article 11 (a) (i) and (ii), the determination shall apply to all current memberships held by the member at the time of such action, whether said membership/s be held as an individual (including life membership) or as part of a family or constituent membership. All privileges of membership of the Association shall be denied said member during the time of the suspension.

Insert as Article 11 (a) (iv):

If action is taken by the Board against a member who is subject of a Family or Constituent Membership a ruling must be made at that time whether all parties of the Family or Constituent membership form part of the action

Insert as Article 11 (a) (v): No member who has been fined, suspended or expelled shall be allowed to hold or form part of any new membership until such time as their fine has been fully paid; their suspension has been completed; or, their expulsion has been lifted as deemed by the Board.

Explanation: As the current article stands a member who has been reprimanded, suspended or expelled is at liberty to take out another membership or utilise another existing membership thereby nullifying any actions of the Board of Directors against that member or members.

As an example, as the rule stands at the moment, a member may have a single membership as well as be part of an existing constituent membership, If action is taken against the member either as part of their personal membership or the constituent

<p><i>membership it will only effect the on membership thus enabling that person to continue to breed and show by simply transferring all dealings with the Association to the other membership.</i></p> <p><i>Furthermore, there is currently nothing preventing a member who has had action taken against them applying for and obtaining another membership.</i></p> <p><i>Proposed Article 11 (a) (v) clarifies that all parties of a Family or Constituent membership may not be subject to disciplinary actions due to the misconduct of the fellow Family or Constituent member. This matter must be determined by the Board of Directors at the time when disciplinary action against the member of not of good standing is decided.</i></p> <p>Moved: Alison Lord, 4185 Seconded: Christopher Stapleton 6872</p> <p><i>A Lord spoke for – as per notice Nil spoke against</i></p> <p>For: 86 Against: 1 Abstained: 1 <u>CARRIED (Articles require 75% to be carried)</u></p>	
<p>Motion I</p> <p>Remove the last sentence of Article 14 (a) All nominations must be in writing signed by the nominating members and by the person nominated as consent to his nomination and all nominations must be lodged with the Company Secretary not less than forty five (45) days prior to the Annual General Meeting.</p> <p>Amend the last sentence of Article 14 (a) to read: All nominations must be in writing signed by the nominating members and by the person nominated as consent to his nomination and all nominations must be lodged with the Returning Officer, who must be an independent third party, not less than forty five (45) days prior to the Annual General Meeting.</p> <p>Explanation: Appointing an independent third party as the Returning Officer removes any possibility of conflict of interest and possible manipulation of nominations from the Company Secretary (currently the person responsible for receiving nominations) or indeed any members of the Board. This also brings the nomination and voting process for Directors in line with the intent of Article 23a. "Transparency of the Board of Directors".</p> <p>Moved: Christopher Stapleton 6872 Seconded: Toni Scown 5960</p> <p>C Stapleton spoke for the motion as per notice V Hume spoke against: cost negative, office manager deals with nominations etc. Reply – C Stapleton</p> <p>For: 55 Against: 10 Abstained: 17 <u>CARRIED (Articles require 75% to be carried)</u></p>	
<p>Motion J</p> <p>No person shall be elected to the committee of any PHAA affiliated club unless he/she or the entity they represent is at the time of the nomination:</p> <p>(a) Has at no time in the previous 15 years been suspended or expelled from the PHAA or the PHAA affiliated club or association.</p>	

	<p>(b) Has at no time in the previous 10 years had disciplinary action taken against them by the PHAA or the PHAA affiliated club or association,</p> <p>(c) Has at not time been involved in financial discrepancies, or been unable to provide proof of expenditure, statements or financials in the PHAA or a PHAA affiliated club or association.</p> <p>Moved: Julie Wickham 47 Seconded: Karen McCormick 7068</p> <p>For as per notice A Lord spoke against</p> <p>For: 8 Against: 64 Abstained: 9 <u>DEFEATED</u></p>	
	<p>Motion K</p> <p>The policy/guideline put into place by the Directors at the 2007 Board of Directors Meeting regarding staff ownership, promotion and standing a stallion become an official policy and/or bylaw and be placed into the policy and bylaw documents as displayed on the official website.</p> <p>The wording is as follows: PHAA employees are prohibited from competitive or business involvement with any registered Australian Paint Horses outside the scope of their employment. Prohibited involvement includes not only direct personal involvement, but indirect involvement through a corporation, partnership or other separate entity. Neither you, your spouse, nor your children (who share the same household) may show or race registered Australian Paint Horses in any PHAA approved event, including racing at pari-mutuel or tote racetracks.</p> <p>You may not stand or advertise any Australian Paint stallion for service to outside mares. No employee, spouse and/or children living in the same household is eligible to participate inn any PHAA sponsored awards, contests or scholarship program designed for members.</p> <p>Employees my own, lease (except to others for racing or showing), breed, raise, condition, buy, sell or register Australian Paint Horses if the activity does not:</p> <ol style="list-style-type: none"> 1. Interfere with their effective service to the Association 2. Infringe upon the Association's time, or 3. .Develop to a degree to be classified by the PHAA, at it's sole discretion, as a serious business involvement. <p>Explanation: While this policy has already been adopted through a Board Meeting (May 2007), it is currently not noted in the publicly available Bylaws, Policy and Guidelines document on the official website. By placing it in the document is becomes public policy available to all members and job applicants in the future. Any change of this policy would need to have the approval of all members attending an AGM.</p> <p>Moved: Christopher Stapleton 6872 Seconded: Toni Scown 5960</p> <p>C Stapleton spoke for – as per notice L Wear spoke against – lack of knowledge of breed from potential staff etc disadvantageous Reply – Business people first</p> <p>For: 51 Against: 28 Abstained: 1 <u>CARRIED</u></p>	
	<p>Motion L</p> <p>At the first available opportunity, finances permitting, the PHAA Board of Directors investigates the possibility of moving the PHAA office to Tamworth. The Board of Directors to seek the likelihood of purchasing premises in conjunction with another party utilizing the PHAA Building Fund on a “rent to purchase” agreement.</p>	

	<p>This agreement would be at a fixed rental repayment plan to the initial purchase price of the building. That all future building funds acquired by the PHAA from memberships be utilised as “rent to buy” funds to purchase the premises as well as current rent repayments.</p> <p><i>Explanation: Since the decision to move the National Show to Tamworth AELEC, it is now a reasonable time to move the PHAA operations to Tamworth. Tamworth has become widely known as the centre for the majority of western equine disciplines. Efficiencies of having the office based in Tamworth at the time of the National Show and the ability to access administration staff and records are apparent.</i></p> <p><i>As each year passes, so does the opportunity to purchase suitable premises for the PHAA office due to the increase in real estate. The current lease for the Dubbo premises expires in October 2010. The initial deposit of the premises would be the building fund with rental repayments each month to come off the original purchase price of the building.</i></p> <p>Moved: Vicki Hume 7450 Seconded: Mal Hume 5311</p> <p>V Hume spoke for as per notice</p> <p>Amended: At first available opportunity, finances permitting, the PHAA Board of Directors investigates the possibility of moving the PHAA office to Tamworth.</p> <p>Moved: S Kinkade Seconded: A Lord Spoken for by L Wear</p> <p>V Hume withdrew motion L</p>	
	<p>Motion M</p> <p>Members of the Paint Horse Association of Australia who post intentionally on public forums misleading, incorrect, defamatory or information that is unbecoming of a member prejudicial to the interest of the Paint Horse Association of Australia and its members be subject to disciplinary action determined by the Board of Directors under the Articles of the Association 11a. (i) and 11a. (ii)</p> <p>Moved: Craig Dengate 3205 Seconded: Karen Lonski 3205</p> <p>C Dengate spoke for as per notice A Lord asked how to police? Nil against</p> <p>For: 48 Against: 40 Abstained: 2</p> <p><u>CARRIED</u></p>	
	<p>Motion N</p> <p>Article 14.c</p> <p>Members shall elect from the candidates nominated to represent each particular geographical area as many candidates as may be required to bring the total number of members of the Board representing each particular area to the number specified for that area in accordance with these Articles of Association</p> <p>Replace with:</p> <p>Members shall elect from the candidates nominated to represent only the state or area in which they reside and the International position in that as many candidates as may be required to bring the total number of members of the Board representing that particular State or area (VIC, A, TAS, WA) to the number specified for that area in accordance with these Articles of Association.</p> <p><i>Explanation: If a member resides in NSW then he is only eligible to elect members who are standing to represent that state or area. The only exception would be the International position, where the membership from all states could vote.</i></p> <p><i>Areas where there are a large membership currently hold the balance of power when electing members to the board. This places an unfair advantage on those States or geographical areas where memberships are lower in numbers. If a member is nominated to</i></p>	

<p><i>represent the State or area to be represented then they should be voted by the membership of that state or area.</i></p> <p>Moved: Lee Wear 3738, Seconded: Vicki Hume 7450</p> <p>L Wear spoke for as per notice S Kinkade spoke against Reply L Wear</p> <p>For: 48 Against: 40 Abstained: 1 <u>DEFEATED (required 75%)</u></p>		
<p>Motion O Within six months the Board of Directors obtain appropriate legal and financial advice from suitably qualified professionals regarding the benefit (if any) of the PHAA becoming an incorporated Not for Profit organisation rather than a Limited Company. Upon the receipt of this advice the Board of Directors is to consider, and if in the best interest of the PHAA implement, recommendations made by these suitably qualified professionals.</p> <p><i>Explanation: Independent financial advice has been obtained indicating that this could well be in the Association's best interest, particularly from a financial point of view. There will be an initial expense to do so, but the savings of between \$12 000 and \$15 000 a year in audit fees alone would be most advantageous to the bottom line in the mid to long term. A requirement would still be in place for regular audits to be conducted, but this could be completed by any qualified accountant at considerably less cost. Another possible benefit is the ability for the Association to seek Federal and State Government Grants.</i></p> <p>Moved: Pam Simpson 4601, Seconded: Megan Savill 6398</p> <p>P Simpson spoke for as per notice B Kay questioned the protection of the Board</p> <p>For: 76 Against: 9 Abstained: 0 <u>CARRIED</u></p>		
<p>Motion P Immediately following the change from being a Limited Company the Board must prepare, with assistance from appropriately qualified professionals, such changes to the Articles of Association to (a) comply with applicable State and /or Federal legislation, and (b) require at the very minimum an annual audit of financials, by an appropriately qualified accountant, of which is to be presented to members.</p> <p><i>Explanation: Should the Association undergo change to no longer be a Limited Company; the Board must ensure that the Articles of Association reflect these changes, whilst complying with any applicable State and/or Federal legislations.</i></p> <p><i>The requirement for regular audits which are then to be openly provided to members is a must in the interest of transparency and probity of the Association.</i></p> <p>Moved: Pam Simpson 4601, Seconded: Megan Savill 6398</p> <p>P Simpson spoke for the notice M Savill – changes due 2010 to Corporations Act.</p> <p>For: 86 Against: 7 Abstained: 0 <u>CARRIED</u></p>		
Notification of Election of Board of Directors		
<p>D Drew advised the results of the Board of Directors Election</p> <p>Queensland/Northern Territory - Angela Newton/ Toni Scown</p>		

<p>New South Wales - Denis Drew / Craig Dengate Victoria / South Australia / Western Australia / Tasmania - Vicki Hume / Christopher Stapleton Open - Pam Simpson</p> <p>Angela Newton and Denis Drew remain on a 2 year term and are due to stand down at the next Annual General Meeting. Toni Scown, Vicki Hume, Christopher Stapleton and Pam Simpson were elected unopposed and therefore will need to stand down at the next Annual General Meeting. Craig Dengate was voted for by the members and will be on the Board for 2 years. NSW voting results – Carol Rushby 18 Sonya Kinkade 22 Craig Dengate 81</p>	
Appointment of Auditor	
<p>Two auditors supplied tenders – Morse Group and Peter Singh from Christies.</p> <p>P Simpson: Defer nominating Auditors due to motion voted on and possibility of move to Tamworth.</p> <p>H Bently: Auditors appointed though AGM and pre-empting possible move. M Hume: Full audit should be done prior to possible move</p> <p>\$12,045 Morse group – can meet timeframe \$10,505 Christies – no timeframe</p> <p>David Banks: Ask possibility to negotiate. V Hume: 11 letters sent out to auditors 4 could not meet needs 2 not interested to reply</p> <p>Motion A: Vote for Christies to Audit For: 0 Against: 49 Abstained: 0 <u>DEFEATED</u></p> <p>Motion B: Vote for Morse Group to Audit For: 39 Against: 10 Abstained: 1 <u>CARRIED</u></p>	
AGM closed 20.08	

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