

Extraordinary General Meeting of the  
Australian Appaloosa Association Ltd  
Held 21st August, 2010 at St George Rowing Club, Sydney.

At 11.30am the meeting was adjourned to 11.50am due to not meeting a quorum of 50 attendees.

Meeting commenced: 11.50am

President Conny Barry opened the EGM welcoming the members & thanking them for attending the EGM.

**Conny Barry** reminded everyone that we are only voting on the 4 Resolutions put forward and made sure that attendees were paid financial members or members from last season

**Present:** As per membership list, Matthew Grew (AAA Ltd Solicitor)

**Conny Barry** asked for any apologies.

**Apologies:** Lana Denteith, Len & Jean Hayes, Marcus Sweeney, Karen Fischer, Paige & George Addamo, David & Alexandra Livingstone, Glen & Caroline Jones, Sharon Coldwell.

**Conny Barry** explained that the meeting will be conducted under the rules of debate. Speakers are allowed 5 minutes talk time and the mover can only speak once. On recommendation from the AAA Ltd Solicitor, any amendments to the Notice of Motions could not be taken at the EGM Meeting as proxy forms have been sent out to vote on the motions as they are. Minor changes could be made that did not change the basics of the Notice of Motion.

**Brian Dediccoat** asked if that was just a recommendation from the Solicitor.

**Matthew Grew** confirmed his recommendation to the AAA Ltd Board of Directors not to amend the Notice of Motions, as where the proxy nominates a way to vote they have given their vote, but by leaving the proxy open to another members to vote they can vote either way.

**Debera Ebbett** asked what type of minor changes would be accepted and would changing the day numbers within the motions be accepted as a minor change?

**Matthew Grew** replied – No, as this changes the motion.

**Conny Barry** went to read out Notice of Motion 1

**Brian Dediccoat** raised a Point of Order, and asked how many notices were sent out?

**Conny Barry** replied about 700 and 111 proxies sent back to the office which is great.

**Brian Dediccoat** asked why then was it quoted in the journal that the association had 800 members?

**Ron Gordon** stated that he had done some investigation into the membership numbers & came up with a different figure.

**Conny Barry** stated that this discussion wasn't relevant to this meeting, as the EGM is just for the Resolutions put forward.

**Conny Barry** read out Notice of Motion 1

#### **Notice of Motion 1**

I move that the Board of Directors that has been elected for the 2010 year be confirmed and that these Directors not be allowed to remove any Directors during the 2010-2011 election period, should a Director resign during this period, their position shall not be filled until the forthcoming 2011 elections.

Moved – Don Clare, F1058

Seconded – Julia Richardson, F10519

**Conny Barry** asked if Don Clare would like to speak for the motion.

**Don Clare** stated that he would like to rescind the notice of motion, as this meeting now is only to vote on the how Election voting is counted. This was accepted.

**Conny Barry** thanked Mr Clare.

**Brian Dediccoat** asked what happens to the proxy votes for that Notice of Motion.

**Conny Barry** replied that the person putting in the motion can rescind the motion as well and then those proxies become invalid.

**Conny Barry** stated as both notice of motions 2 & 3 are similar they would be spoken about together & then voted on. Solicitor confirmed.

**Conny Barry** read out the Notice of Motion 2

#### **Notice of Motion 2**

We, the undersigned, move and second the following motion to be put to the EGM of the Australian Appaloosa Association Ltd to be held in Sydney on the 21st August 2010.

Section 14 (a) to be replaced with the following:

At least ninety (90) days before the Annual General Meeting the Secretary shall send to all financial members of the Association a notice specifying the date, place and time of the proposed Annual General Meeting with the names of the Board members who are retiring. Any two (2) financial members of the Association shall be entitled to nominated candidates for election to the Board. All nominations must be in writing signed by the person nominated as consent to his/her nomination and all nominations must be lodged with the Secretary not fewer than seventy-five (75) days prior to the Annual General Meeting.

Section 14 (b) to be replaced with the following:

14(b). Not fewer than forty-five (45) days prior to the Annual General Meeting the Secretary of the AAA Ltd shall prepare and forward to each financial member of the

Association a ballot paper. If, prior to five (5) working days before the AGM date, written complaints are received from 10% of members eligible to vote because they did not receive voting papers, and this is supported by Statutory Declarations from each member, then in accordance with this rule then the election is void and will be re-run pursuant to this rule within sixty (60) days. Each financial member of the Association shall be entitled to vote for all vacancies that are to be filled and such right must be considered paramount when considering the form of ballot paper or counting process. The ballot paper must specify the number of vacancies to be filled and in alphabetical order, the names of all valid candidates nominated. Each financial member may record their vote on the ballot paper by placing a mark in the box of their preferred candidate(s). If there is more than one vacant position then the member may place a mark in each of their preferred candidate's box sufficient to record a vote up to and including the required number of vacant positions and no more. All such marks (up to and including the number of vacancies) will be counted for all candidates to ensure all financial members a vote for their preference. Any ballot paper with fewer marks than the number of required candidates will also be valid. Any ballot paper with more marks than the number of candidates will be invalid. The candidate with the highest number of valid votes will fill the first vacancy and the next highest the second and so on until all vacancies are filled. Where any votes for eligible candidates would breach S12 in that more than three candidates from one State would be elected to the Board, then the candidate(s) with the lowest vote count that would cause the breach will be void and the next highest count that does not breach the rule will fill the vacancy. Completed ballot papers shall be returned to the Returning Officer who shall be designated by the Secretary and be independent from the Board or membership. Ballots are to be received by the Returning Officer by 5.00pm not fewer than seven (7) days prior to the Annual General meeting providing that if such seven (7) day period falls on a Saturday or Sunday or Holiday, then such period shall expire at 3.00pm on the last working day immediately prior to such seven (7) day period. The Returning Officer and another independent party will be responsible for counting the ballot papers and preparing a report for the Board and membership of the results. In addition to the ballot papers the Secretary shall send notices of any special resolutions which are to be put to the Annual General meeting for consideration. All ballot papers and the Returning Officers report are to be filed and retained in the AAA Ltd Office for a period of at least three years from the date of election.

Moved – Ron Gordon, H100003

Seconded – Conny Barry, H100013

**Conny Barry** asked Ron Gordon to speak on behalf of the motion.

**Ron Gordon** stated that due to the length of the motion he would summarise the motion into 4 main points.

First would be the timing of calling the meeting and the effect on the office for that period.

Second would be the percentage of members to validate an election along with the stat decs with the 5 day period.

The third one being and would like to stress that all members can vote for all vacancies but the AAA Ltd won't tell you how to vote for those candidates.

And the last being, the retention period for keeping the ballot papers for the 3 years.

Timing Differences for when the nominations for the Directorships are lodged & when the ballot papers – currently it is 23 day gap & we're suggesting a 30 day gap. Reasons for extending would be the returning officer needs to validate the

candidates, have to correspond with any invalid nominations, external printing of ballot envelopes & the insertion of candidate information & ballot papers into envelopes & posting. This is all done while the office staff continue the day to day operation of the office.

On the percentage of members, If written complaints are received from 10% of members eligible to vote because they did not receive voting papers, and this is supported by Statutory Declarations from each member, five (5) working days before the AGM date, then in accordance with this rule then the election is void and will be re-run pursuant to this rule within sixty (60) days. 10% is very attainable as this meeting was called with only 15% of members. 10% is basically 60 members getting together to let the Association know there is a problem.

We believe all members have the right to vote, and if there are 2 positions vacant, 3 nominations & a member felt that 2 of the nominees didn't deserve their vote then they shouldn't be forced to vote on all vacancies for those & just be able to vote for the 1.

In regard to the retention period of ballot papers, the act & constitution are silent on this issue. What we're suggesting is the 3 years allows a safe guard to be put in place in case of any discrepancies with the voting.

**Tania Mather** Ron mentioned the 15% of membership were able to call the EGM, but didn't the Association call the meeting?

**Ron Gordon** replied Yes the Association did call the EGM but the original Call for the EGM from the membership was done with the 15%.

**Debera Ebbett** asked that we're talking about Ballot Papers not proxy forms.

**Conny Barry** yes

**Debera Ebbett** asked Ron Gordon to clarify if the days are as they are printed or are you amending them.

**Ron Gordon** replied, 90 days initially for notification, 75 days for the board of directors' nominations and then 45 days to send out the ballot papers.

**Debera Ebbett** commented that the problem is that it doesn't leave a reasonable time frame, only leaves 15 days for members to receive their notification, then realistically you only have 1 day to fill in your nomination to get it back to the office.

**Conny Barry** noted that Notice of Motion 2 & 3 are very similar with only the difference it time frames.

**Debera Ebbett** If minor changes wouldn't be a significant change, can you just change the number of days, is that a minor change?

**Matthew Grew** advised No

**Debera Ebbett** main concern is the time frame with Notice of Motion 2, the time it takes to get your nomination as you need to find someone to second your nomination and then send the nomination into the office.

Basically it is the members not getting their voting papers in time to be able to send them back before the closing date. The 5 day working period is good idea but

disagree with members having to send in a Statutory Declaration if they didn't receive their voting papers in time.

### 3 Main issues with Notice of Motion 2

- The initial time frame
- 10% of membership to notify Association of not receiving their voting papers, it should be only 5%.
- Needs to be clear how to vote

**Don Clare** asked that Ron Gordon give a brief bio on himself as a lot of people don't know who he is.

**Ron Gordon** replied he was first with the association in 1975, held office within the board for approx 15yrs, he's been a breeder and is a retired accountant.

**Ev Lagoon** asked how does a vote become invalid.

**Ron Gordon** replied any ballot paper with fewer marks than the number of required candidates will also be valid. Any ballot paper with more marks than the number of candidates will be invalid. Yes you can just vote for one person for the vote to be valid.

**Brian Dediccoat** asked is it the time frame for the office to send out ballot papers changing from 21 days to 45 days.

**Conny Barry** yes that is one of the changes. The main differences in days between Notice of Motion 2 & 3

Notice of Motion 2 – 90 Days for notification of AGM & retiring board of directors names, 75 days prior to AGM for nominations for the board to be sent to the office, 45 days prior to AGM sending out of Ballot papers. One other difference is the 10% of members eligible to vote that didn't receive their voting papers to notify the office along with a Statutory Declaration.

Notice of Motion 3 – 90 Days for notification of AGM & retiring board of directors names, 60 days prior to AGM for nominations for the board to be sent to the office, 45 days prior to AGM sending out of Ballot papers. One other difference is the 5% of members eligible to vote that didn't receive their voting papers to notify the office along with a Statutory Declaration.

At the next AGM the resolution can be changed for the number of days & the percentage of members to send in their notice that they didn't receive their voting papers.

**Debera Ebbett** noted that the constitution has the following 60 Days for notification of AGM & retiring board of directors names, 45 days prior to AGM for nominations for the board to be sent to the office, 21 days prior to AGM sending out of Ballot papers.

**John Etccl** asked the question of how many people rang to say they hadn't received their voting papers from the last election?

**Conny Barry** 2 – 3 members

**John Etcell** asked the question how long the association keeps the ballot papers now, at least more than 3 years?

**Conny Barry** Yes

**John Etcell** stated that he's not sure why we're here then.

**Tania Mather** asked about the cover letter that went out with the Notice of Motions & proxy forms, as it was signed on behalf of the AAA Ltd board, 3 board members new nothing about the letter and the members were not given a right of reply to the letter.

**Conny Barry** replied that the letter was approved by the executive committee on behalf of the board.

**Amelia Leeman** stated that she hadn't seen the letter either but was happy with the executive committee sending it out. It was just hard when members asked about the letter & I hadn't seen it.

**Conny Barry** asked if anyone else would like to speak on the motions – No.

**Conny Barry** asked the members to be patient while the votes & proxies were counted for Notice of Motion 2

*For Notice of Motion 2*

In the Room	12
Proxies sent in	48
Open Proxies	27

Total	87
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*Motion Defeated, due to it not being a 75% majority.*

*Against Notice of Motion 2*

In the Room	26
Proxies sent in	6
Open Proxies	28

Total	60
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**Conny Barry** asked the members to now vote for the Notice of Motion 3.

*For Notice of Motion 3*

In the Room	17
Proxies sent in	4
Open Proxies	19

Total	40
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*Motion Defeated, due to not being a 75% majority.*

*Against Notice of Motion 3*

In the Room	17
Proxies sent in	47
Open Proxies	31

Total	95
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**Debera Ebbett** disagrees with the 75% required to change the articles of association, as both have been defeated. It has never been done like this before at any AGM's and a majority of the vote has previously been accepted.

*Amelia Leeman left the meeting to catch her flight back to home. Tania Mather left to drive Amelia to the airport.*

**Conny Barry** read out Notice of Motion 4

#### **Notice of Motion 4**

Members are requested to consider and vote in the affirmative, in person or by proxy, for the below resolutions at the Extraordinary General Meeting of the Australian Appaloosa Association Ltd to change the Australian Appaloosa Articles to address concerns raised as to the appointment of Directors outside of elections. The below will ensure member input on casual vacancies to be filled by only using members who have been considered by the membership at previous elections to fill casual vacancies. The members are commended to support these changes.

#### Article 14(d)

If any vacancy on the Board occurs pursuant to Article 19 or as a result of the death or resignation of a Director and such is within 3 months of the next election then the vacancy will remain vacant until the next election and the vacancy filled pursuant to Article 14. If the vacancy occurs after nominations for the election close but before the Annual General Meeting (AGM) or at any time after the AGM up to 3 months before the next following AGM then the nominee with the next highest number of votes who stood for any other vacancy at the election and was not successful in filling one of the vacancies will fill this position for the balance of the vacated term.

If at the AGM there are insufficient candidates nominated to fill any vacancy on the Board then the Chairman of the AGM will call for nominations of further candidates, who are eligible to nominate pursuant to Article 13, to fill the remaining vacancies on the Board so that such number complies with Article 12. Nominations will be received from any two financial members present at the AGM and a ballot shall be held at the AGM with all financial members present entitled to vote for as many candidates as there are vacancies to be filled.

The Board will only be entitled to fill a casual vacancy under Article 17, other than pursuant to this Article, if there are no unelected nominees available or willing to fill the vacancy or it is necessary to ensure a quorum as required in Article 27 then the Board may fill the vacancy pursuant to Article 17 but such vacancy shall only be filled until the next election.

#### Article 17

Subject to Article 14(d) the Board will have the power to appoint a current financial member, provided that such member would be eligible to nominate for the Board pursuant to Article 13, to fill any casual vacancy occurring on the Board provided further that the Board does not exceed at any time the total number of Board members stipulated under Article 12.

Moved - Debera Ebbett, F1977  
Seconded – Tania Mather, F7589

**Conny Barry** asked Debera Ebbett to speak on behalf of the motion.

**Debera Ebbett** read out the current 14(d) from the constitution

- d. In the event of insufficient candidates being nominated to fill the vacancies on the Board in accordance with Article 12, the Chairman of the Annual General Meeting shall declare the candidate so nominated duly elected and shall thereupon call for nomination of further candidates to fill the remaining vacancies on the Board in accordance with Article 12, and in the event further candidates may be nominated by any two financial members of the Association present at that meeting. A ballot shall then be held at the Annual General Meeting, all financial members present at the meeting are entitled to vote for as many candidates as there are vacancies to be filled, and no more.

**Debera Ebbett** spoke on how at the 2010 AGM, the resignation of Don Northey from the board of directors was done incorrectly. The Board of Directors should of called for nominations from the floor at the AGM, but instead this didn't happen & members had to put resumes in & the Board of Directors selected who was to fill the vacancy left by Don Northey.

The new 14(d) outlines that if a vacancy occurs after nominations for the election close but before the Annual General Meeting (AGM) or at any time after the AGM up to 3 months before the next following AGM then the nominee with the next highest number of votes who stood for any other vacancy at the election and was not successful in filling one of the vacancies will fill this position for the balance of the vacated term.

**John Etcell** stated the Board of Directors were advised by an independent Solicitor that because the nominations for the positions on the board had closed to treat the vacancy as casual. Casual Vacancies have been filled by members who the board felt fit the position & to give the member an idea of what being a director is all about. An example would be Marcus Sweeney, he came to the board in a casual position & then put his nomination in for a position on the board at the next election. At the 2010 AGM the board asked members for their nominations to be delivered in writing to the Show Office so the board could discuss the nominees & make a decision to fill the casual vacancy. The board needs to have the ability to place members on the board to fill casual vacancies.

**Conny Barry** asked if anyone else would like to speak on the motion. – No.

**Conny Barry** asked the members to be patient while the votes & proxies were counted for Notice of Motion 4.

*For Notice of Motion 4*

In the Room	14
Proxies sent in	4
Open Proxies	29

Total	47
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*Motion Defeated, due to not being a 75% majority.*

*Against Notice of Motion 4*

In the Room	22
Proxies sent in	46
Open Proxies	28

Total	96
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**EGM Meeting Closed 1.25pm**

## General Discussion after EGM

**Warren Lewis** asked the room about QH roans, and Appaloosa roans. It is fact that these are different, the QH roan mains solid head colour and this does not happen with the Appaloosa gene. Would like the Board of Directors to look into clarifying the QH roan gene as we don't need the QH Roan in our breeding.

**Conny Barry** replied by saying that we use to have a rule that stated if you bred to a QH Roan the foal would need to show the appaloosa characterists. This will be put on the next agenda for the board to discuss.

**Tim French** asked about the rumour going around about Tribulation being accepted to breed appaloosa's to. Is this correct?

*Tania Mather returned to the meeting.*

**Conny Barry** replied that excessive white is currently being discussed & working on a rule for breeding. As you can understand you cannot rush these types of issues as we want to do the best for the appaloosa breed. We do have a copy of his papers in the office and they are not stamped with excessive white.

**Don Clare** thanked everyone in the room but after 34yrs going to AGM's & EGM's this would be his last.

Members in the room wished him well.

**Debera Ebbett** received an email from the AQHA regarding Tribulation and his papers, and with the recent change to the AQHA Constituent Memberships his paperwork was sent back to the owner without the excessive white marked on his papers by mistake.

**Norm Barry** stated that under the current rules & his current papers not being stamped you could have bred to that horse.

**Margaret O'Brien** stated that in our current outcross list of accepted breeds there is no listing for Paint Horse Association.

**Conny Barry** the board is not only working on excessive white in the QH but all our other outcross breeds. The board of directors are working on the excessive white to look after our appaloosas as well as not discriminating against other breeds. Our Rules need to be clear.

**Warren Lewis** some breeds know about it while others don't. We all didn't like to have to have our foals all DNA tested, but in this case we need to protect the breed & use DNA pro active and any other tests available for the excessive white.

**Debera Ebbett** OWLS test is one marker, it is only about the lethal white gene. Can't just test for OWLS genes as you need to get genetic tests done.

**Warren Lewis** Happy with the board to investigate the excessive white properly and move forward. Forums are all gossip.

**Danyelle Jacobson** at present the appaloosa breed is being crucified and the board need to make a educated decision on the excessive white ruling.

**Norm Barry** Appaloosa breeders also have a responsibility to the breed in making sure the appaloosa qualities are bred.

**Debbie Polley** National Show judging of the group classes.

**Debbie Pearson** Yes this was an oversight in the program & was picked up for next years' program.

**Raelene Gilboy** is the duration of the National Show shorter this year? If so could we move the nationals back to May as the climate is changing.

**Conny Barry** The National show hasn't been shorten. Bump in on Thursday 24th March, bump out on Thursday 31st. There will be 5 ½ days showing. It was voting at an AGM not to have the National show in May.

**Sandy Tucker** The National Show has to also work in with other shows that are on, so we don't clash eg. The AQHA are from 10th – 23rd April next year..

**Margaret O'Brien** asked about what is happening to the \$2 from the Stallion owners when they send in service certificates?

**Conny Barry** will look into where it is.

**Danyelle Jacobson** with previous boards of the AAA Ltd Regional Clubs had many walls and the support hasn't been there from the AAA. I've been in the appaloosas for many years GRAC produced a calendar last year only to be crucified because there was a web address that was considered to be a rival association. Our club was devastated at the AAA's response and threats of not approving or allow our club to be affiliated with the AAA unless we took the offending website address off the calendar. Our club produced these calendars to promote the breed. Our club doesn't want to become affiliated to the QH.

**Karen Leoncelli** How the offending website came on the calendars was purely by mistake.

**Norm Barry** While ever the AAA Ltd is bickering amongst ourselves the Sportaloosa Association is thriving.

**Karen Leoncelli** The association use to liaise with a Breeds Group which consisted of AAA Ltd, Paint Horse Association & the AQHA and met on several occasions. Maybe we need to try & organise these meetings again between the breeds.

**Conny Barry** Yes they have done in previous years. Apparently it was just a bit hard to organise the 3 associations to meet.

**Karen Leoncelli** With AGM Meetings, not all members get to go to the Nationals to attend. There are tele centres all over the country. The members need to have more input into these meetings and this would be great way to do it.

**Danyelle Jacobson** To be able to have more face to face contact with the board of directors & the association would be great. I've only been to 3 nationals shows. The board needs to be more approachable.

**Brian Dedicoat** The board of directors need to reconnect with the members. In previous years we travelled around the states to hold our board meetings so members had the opportunity to attend.

**Conny Barry** The AAA Ltd will be heading to Equitana this year & we will need some volunteers. If you can help out please let us know.

**Michael Ebbett** Would like to say the at the last board of directors had a tough job to do, they stood fast on the decision they made and would like to thank them for their time & effort.

**Karen Leoncelli** GRAC this year put money in for the Halter Show Case, we are working hard to promote the breed.

**Margaret O'Brien** To promote the breed maybe we need to have qualifications for the National Show. le 3.

**Danyelle Jacobson** Disagreed with having to qualify for the Nationals as they don't have many shows to go to qualify.

**Karen Leoncelli** asked if the board could please send a letter to all the Quarter Horse clubs (names & addresses will be supplied) and ask that they include appaloosa classes on their programs, as this would help out with being able to attend more shows.

**Conny Barry** the board will discuss at the next meeting.

**Ev Lagoon** asked about her letter sent regarding Lip Chains and how they are used and thinks that it is appalling to use them in showing.

**Conny Barry** as the rules state lip chains are only to be used on Colts 1 year & over, not to be used on weanlings or mares.

**Debera Ebbett** agrees for colts 1 year & over as they give the handler control in the different situations that may arise at a show.

**Norm Barry** Lip chains are the most barbaric way of showing.

**Danyelle Jacobson** agrees that she wouldn't use one but it is a case of horses for courses.

**Danyelle Jacobson** suggested maybe the board approach Sportaloosa and discuss growing the breed & moving forward as both associations are there to promote the appaloosa horse.

**Tania Mather** would like to say that this is the best meeting she has attended as the board was happy to listen to the members & their ideas.

**Karen Leoncelli** noted that it would of been a hard meeting for the board to come to but thought Conny did a great job.

**Conny Barry** thanked the members for giving their time to attend the EGM as the board really appreciated it.

**General Discussion closed 2.25pm**