

ASSOCIATIONS INCORPORATION ACT 1981

Registered No. A 26514J

FORM 1

APPLICATION FOR INCORPORATION OF ASSOCIATION

PO488547J.

To the Registrar of Incorporated Associations.

1. I, CHARLES PERCY ABBOTT of Mt William Station, Willaura, Victoria make application for the incorporation of WERRIBEE PARK EQUESTRIAN CENTRE under the provisions of the Associations Incorporation Act 1981.
2. I am a resident of the State of Victoria and have attained the age of 18 years but not the age of 72 years.
3. The following information is submitted in support of the application -
 - (a) The proposed name of the incorporated association is THE WERRIBEE PARK EQUESTRIAN CENTRE Incorporated;
 - (b) The association was formed at Werribee Park, Victoria; and
 - (c) The place or places where the association is carried on is Werribee Park, Victoria.

DATED this 11th day of August 1992.

Signature of Applicant *C.P. Abbott*

LODGED BY:
BLAKE DAWSON WALDRON
Solicitors
39th Floor
101 Collins Street
MELBOURNE VIC 3000

Tel: 659 4000

{WTDGN:1868}

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S 20 NOV 1992
Deputy/Assistant Registrar of
Incorporated Associations

ASSOCIATIONS INCORPORATION ACT 1981

A-26514J

Section 5(2)

FORM 2

DECLARATION TO ACCOMPANY APPLICATION FOR
INCORPORATION OF ASSOCIATION

I, CHARLES PERCY ABBOTT of Mt William Station, Willaura,
Victoria do solemnly and sincerely declare that:


1. I am duly authorised in accordance with Section 4 of the Act to apply for the incorporation of THE WERRIBEE PARK EQUESTRIAN CENTRE under the provisions of the Associations Incorporation Act 1981.
2. The particulars contained in the "Application for Incorporation" signed by me and dated the 11th day of August 1992 are true.
3. The copies of the proposed statement of purposes and rules signed by me for the purposes of identification and accompanying the application are true copies of the documents of which they purport to be copies.

I acknowledge that this declaration is true and correct and I make it in the belief that a person making a false declaration is liable to the penalties of perjury.

Declared by me at Melbourne)
in the State of Victoria this)
11th day of August 1992)



Before me:



TIMOTHY DONALD GEOFFREY NEILSON
101 Collins Street, Melbourne
A Solicitor holding a Current
Practising Certificate pursuant to
the Legal Practitioners (Practice) Act 1984

LODGED BY:
BLAKE DAWSON WALDRON
Solicitors
39th Floor
101 Collins Street
MELBOURNE VIC 3000

Tel: 659 4000

(WTDGN.1868)

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 25 NOV 1992

Deputy/Assistant Registrar of
Incorporated Associations

ASSOCIATIONS INCORPORATION ACT 1981

SECTION 5(6)

STATEMENT OF PURPOSES

1. The name of the proposed Incorporated Association is THE WERRIBEE PARK EQUESTRIAN CENTRE INCORPORATED.
2. The purposes for which the proposed incorporated association is established are:-
 - (a) to lease the land known as "Werribee Park Equestrian Centre" ("WPEC") for a period to be determined, and to acquire rights to occupy any other land from time to time which may be convenient for the purposes of occupancy of the WPEC.
 - (b) to develop, administer and maintain the WPEC for the use of all recognised equestrian sports in the State of Victoria.
 - (c) to develop, promote, facilitate oversee and encourage community participation and interest in equestrian events at the WPEC and other areas of Werribee Park as shall be appropriate from time to time.
 - (d) to promote scientific research into the breeding, training and performance of horses used in equestrian sports.
 - (e) to promote scientific research into veterinary treatment of diseases and injuries found in and suffered by horses used in equestrian sports.

This is the copy of the proposed Statement of Purposes of The Werribee Park Equestrian Centre Inc. signed by Charles Percy Abbott for the purposes of identification and accompanying the Application for Incorporation of The Werribee Park Equestrian Centre Inc. signed by him and dated 11th August 1992.

Charles Percy Abbott

- (f) to raise funds for the purposes of the association and the development of WPEC through sponsorship, renting out the WPEC or parts thereof, contributions, social events and any other method approved by the association from time to time.

- (g) to do all such other things as are incidental or conducive to the attainment of the purposes of the association.

(WTDGN:260)

C.P. West

RULES FOR THE WERRIBEE PARK
EQUESTRIAN CENTRE INCORPORATED

1. Name

The name of the Association is "The Werribee Park Equestrian Centre Incorporated" ("the Association").

2. Interpretation

"Act" means the Associations Incorporation Act 1981;

"Committee" means the Committee of the Association;

"Committee Member" means a member of the Committee appointed and holding office in accordance with Clause 5;

"Financial Year" means the year ending 30 June;

"Founding Member" means any Member approved as a founding member by the Association in General Meeting, but until otherwise provided each of the Equestrian Federation of Australia Inc. and the Victorian Polo Association Inc. shall be a Founding Member;

"Initial Member" means until otherwise provided by any Founding Member pursuant to Clause 4(a):

- Reginald Cleland (having been appointed by the Equestrian Federation of Australia Inc and having agreed to be an Initial Member);
- Roger Chalmers Davey (having been appointed by the Equestrian Federation of Australia Inc and having agreed to be an Initial Member);

This is the copy of the proposed Rules of The Werribee Park Equestrian Centre Inc. as amended by the members of Werribee Park Equestrian Centre on 23 November 1992, signed by Charles Percy Abbott for the purposes of identification.

C.P. Abbott

- James Michael Scanlon (having been appointed by the Equestrian Federation of Australia Inc and having agreed to be an Initial Member);
- Charles Percy Abbott (having been appointed by the Victorian Polo Association Inc and having agreed to be an Initial Member);
- Antony John Baillieu (having been appointed by the Victorian Polo Association Inc and having agreed to be an Initial Member);
- William Russell Mackinnon (having been appointed by the Victorian Polo Association Inc and having agreed to be an Initial Member);

"Member" means a member for the time being of the Association, as provided by Clause 4.

3. Objects and Funding

The objects of the Association are:

- (a) to lease the land known as "Werribee Park Equestrian Centre" ("WPEC") for a period to be determined, and to acquire rights to occupy any other land from time to time which may be convenient for the purposes of occupancy of the WPEC.
- (b) to develop, administer and maintain the WPEC for the use of all recognised equestrian sports in the State of Victoria.
- (c) to develop, promote, facilitate oversee and encourage community participation and interest in equestrian events at the WPEC and other areas of Werribee Park as shall be appropriate from time to time.

- (d) to promote scientific research into the breeding, training and performance of horses used in equestrian sports.
- (e) to promote scientific research into veterinary treatment of diseases and injuries found in and suffered by horses used in equestrian sports.
- (f) to raise funds for the purposes of the association and the development of WPEC through sponsorship, renting out the WPEC or parts thereof, contributions, social events and any other method approved by the Association from time to time.
- (g) to do all such other things as are incidental or conducive to the attainment of the purposes of the Association.

4. Members

- (a) Each Founding Member from time to time shall have the right to revoke the appointment of any Initial Member of the Association appointed by that Founding Member, and to appoint a new Initial Member in that person's place, by notice in writing to the Committee, and any person so appointed shall become an Initial Member of the Association on giving notice to the Committee that he or she has accepted such appointment. The Initial Members shall have the right to receive notice of all general meetings of the Association, and to attend and speak at all such general meetings, but shall have no other rights in respect of the affairs of the Association.
- (b) All Founding Members and Initial Members shall be Members, and the Committee may admit any other person whom it sees fit to be a Member on such

terms and conditions as the Committee sees fit, either in a specific case, or by means of prescribing terms and conditions applicable to categories of Membership and admitting any person or persons as a Member of a particular category.

5. Committee

(a) The Committee shall consist of persons appointed by the Founding Members, each Founding Member to have the right to appoint up to three such persons. Until the Founding Members appoint otherwise, the members of the Committee shall be:

- Charles Percy Abbott (VPA);
- Antony John Baillieu (VPA);
- Garry Richard White of Whiteside Road, Beaconsfield (VPA);
- Reginald Cleland (EFA);
- Roger Chalmers Davey (EFA);
- James Michael Scanlon (EFA);

and shall be deemed to have been appointed to the Committee by the Founding Member identified opposite their name in this Clause. For the purpose of Clause 15, they shall be deemed to have become Committee Members in the order in which they are listed in this Clause.

(b) The persons appointed by a Founding Member as Committee Members may be removed or replaced by that Founding Member at any time.

(c) A Committee Member shall hold office until he is removed or replaced in accordance with this Rule, or resigns or dies.

6. Powers of the Committee

- (a) The Committee may exercise all such powers and do all such acts and things as the Association is by its Statement of Purposes or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Association in General Meeting but subject nevertheless to the provisions of the Act and of these rules and to any regulations not being inconsistent with these rules from time to time made by the Association in General Meeting; provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- (b) The actions of the Committee shall be valid notwithstanding the failure of a Founding Member to appoint or replace a Committee Member.

7. Proceedings of Committee Meetings

- (a) The Committee Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit including appointing Committee members to exercise special functions and exercise special roles within the committee.
- (b) Until otherwise determined by the Committee 3 Committee members, at least one having been appointed by each Founding Member, shall be a quorum.
- (c) If within half an hour after the appointed time for the commencement of a meeting of the Committee a quorum is not present, the meeting shall stand

adjourned to the same day in the next week at the same time and unless otherwise specified at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Committee Members present (being not less than two) shall be a quorum.

- (d) Without limiting the discretion of the Committee to regulate its meetings under paragraph (a) hereof, the Committee Members may, if they think fit, confer by radio, telephone, closed-circuit television or other electronic means of audio or audio-visual communication and a resolution passed by such a conference incorporating a quorum of Committee Members shall, notwithstanding the Committee Members are not present together in one place at the time of the conference, be deemed to have been passed at a Committee meeting held on the day on which and at the time at which the conference was held.
8. A Committee Member may at any time, and if the Committee has appointed a Secretary pursuant to Clause 6(a) the Secretary shall upon the request of a Committee Member, summon a meeting of the Committee by giving 14 days notice to each Committee Member.
9. Questions arising at any meeting shall be decided by a majority of votes of those present and in the case of an equality of votes the Chairperson if one is appointed pursuant to Clause 7(a) shall not have a second or casting vote. If an equal number of votes are cast for and against a question, the question shall, except as provided in this Clause, be deemed to have been answered in the negative. If any question is put forward at two consecutive meetings of the Committee, and on both

occasions equal numbers of votes are cast both for and against the question ("Deadlocked Question"), any Committee Member may request the Senior Partner for the time being practising at the Melbourne Office of the firm of Blake Dawson Waldron, solisitors, to appoint a person ("Temporary Chairperson") not being a member or officer of any Founding Member, to chair a meeting of the Committee to be held as soon as practicable after the appointment of the Temporary Chairperson. The Temporary Chairperson shall chair that meeting of the Committee and shall ensure that the Deadlocked Question is put to that meeting. If there are an equal number of votes cast for and against the Deadlocked Question at that meeting, the Temporary Chairperson shall have a casting vote in respect of the Deadlocked Question. After the Deadlocked Question is decided at that meeting, the Temporary Chairperson's appointment as such shall expire, and he shall have no further powers or duties in respect of that appointment.

10. A meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under these rules for the time being vested in or exercisable by the Committee generally.
11. (a) If all the Committee Members have signed a document containing a statement that they are in favour of a resolution of the Committee in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a Committee Meeting held on the day on which and at the time at which the document was signed by the last Committee Member to sign and, where a document is so signed, the document shall be deemed to constitute a minute of that meeting.

(b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Committee Member shall together be deemed to constitute one document containing a statement in those terms signed by those Committee Members on the respective days on which they signed the separate documents.

(c) A reference in paragraph (a) to all the Committee Members does not include a reference to a Committee Member who, at a meeting of Committee Members, would not be entitled to vote on the resolution, or a reference to an alternate Committee Member appointed under Clause 15, where the Committee Member for whom he is an Alternate has signed the document mentioned in paragraph (a).

12. The Committee Members may by resolution power of attorney or writing delegate any of their powers to subcommittees consisting of such member or members of their body as they think fit. Any subcommittee so formed or so appointed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Committee.
13. The meetings and proceedings of any subcommittee shall be governed by the procedure pursuant to these rules for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and not superseded by any regulations made by the Committee under the last preceding Rule.
14. All acts done at any Committee Meeting or by a subcommittee or by any person acting as a Committee Member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment

of such Committee Member or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee Member.

15. Alternates

A Founding Member may from time to time appoint any person to act as Alternate for a member of the Committee appointed by that Founding Member, during that Committee Member's absence from the place where the meetings are held or inability for any other reason to act as such Committee Member. If a Founding Member has not appointed an Alternate pursuant to this Clause for a particular Committee Member appointed by that Founding Member, the Founding Member shall be deemed to have appointed the other Committee Member appointed by the relevant Founding Member as an Alternate, and if more than one other Committee Member has been so appointed, the one of those Committee Members who has been a Committee Member the longest shall be deemed to have been so appointed. On such appointment being made the Alternate shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Committee Member and each Alternate while so acting shall exercise and discharge all the powers and duties of the Committee Member he represents (including where he is a Committee Member a separate right to vote on behalf of the Committee Member he is representing in addition to his own vote) and shall alone be responsible to the Association for his own acts and defaults. A Founding Member may at any time revoke the appointment of any Alternate appointed by it. If for any reason the Committee Member for whom the Alternate has been appointed as Alternate shall cease to be a Committee Member the Alternate may continue to act as an Alternate pursuant to this Clause until the relevant Founding

Member appoints a replacement for that Committee Member, whereupon the Alternate shall (without prejudice to any new appointment by the relevant Founding Member) cease to have any power or authority as Alternate.

16. Remuneration

Subject to the Act the Committee Members shall be entitled to be paid out of the funds of the Association such amount as is approved by the Association in general meeting by way of bona-fide remuneration.

17. Common Seal

The Committee shall provide for the safe custody of the Common Seal and such Seal shall never be used except by the authority of the Committee. The affixing of the Common Seal to any documents shall be attested by two Committee Members or in such other manner as the Committee may from time to time determine (including the use of facsimile signatures if the Committee so determines).

18. General Meetings

(a) An Annual General Meeting of the Association shall be held during each year on a date determined by the Committee.

(b) The ordinary business of the Annual General Meeting shall be -

(i) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;

- (ii) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- (c) The Annual General Meeting may transact special business details of which have been given in the notice convening the meeting.
- (d) The Committee, may, and upon the request of any Founding Member shall, convene an extraordinary general meeting of the Association.

19. Procedure

- (a) The Committee shall give not less than 21 days notice of a general meeting to each member of the Association, by notice in writing sent to the address of that member as appearing on the Register of Members.
- (b) A quorum for a general meeting shall be 2 Founding Members.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and unless otherwise specified at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than two, and including at least one Founding Member) shall be a quorum.
- (d) The Committee shall appoint a Chairperson for the purpose of chairing the general meeting and the Chairperson may, with the consent of the meeting,

adjourn the meeting from time to time and place to place. but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (e) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (f) Except as provided in paragraphs (c) and (d) above it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. All members shall be entitled to attend a general meeting and to speak thereat but only Founding Members shall be entitled to vote. A question arising at a general meeting of the Association shall be determined on a show of hands and 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.

21. A Founding Member being a body corporate may authorise a person, in the manner set out in Section 249(3) of the Corporations Law, save that the reference to "board" in Section 249(3) shall be deemed to refer to the governing body of any body corporate, to exercise the same powers on behalf of that Founding Member as that Founding Member could exercise if it were a natural person. Members may not otherwise appoint proxies to exercise their rights or powers at a general meeting of the Association.

22. Records and Accounts

Correct accounts and financial records shall be maintained by the Association. It shall be the responsibility of the Committee to ensure that all such accounts and records are maintained in accordance with this Rule and kept in safe custody and it shall present the Statement required by Section 30(3) of the Act to the Annual General Meeting of the Association. The Committee shall also be responsible for maintaining a Register of the names and addresses of Members of the Association.

23. The Association shall appoint a firm of chartered accountants to act as auditors of the Association and prepare the statement referred to in Clause 22 above. The auditors may be appointed and removed by a resolution passed at the Annual General Meeting of the Association or at an extraordinary general meeting thereof and once appointed, shall retain office until they are removed or resign.

24. (a) A member may, upon reasonable notice to the Committee, inspect any document of the Association during normal business hours.

(b) The Committee shall ensure that audited financial statements of the Association are prepared in respect of each year ended 30 June, and that a copy of those audited financial statements is sent to each Founding Member and Initial Member of the Association.

25. Bank Account

The Association shall open and maintain a Bank account into which the Committee shall pay or cause to be paid all moneys of the Association. The Bank account shall be

opened with such Bank and at such branch as the Committee shall determine from time to time. Until otherwise determined by the Committee the signatories to such Bank account and to any cheque drawn by the Association shall be any two Committee Members.

26. Alteration of these Rules and the Statement of Purpose

These Rules and the Statement of Purposes of the Association may be altered by a "special resolution" (as defined in the Act) of the Association in general meeting but may not be so altered as to contravene any section of the Act.

27. Notice

Unless the context of any particular Rule otherwise requires, any notice required to be given under these Rules may be given by letter, telex or fax:

- in the case of a notice to the Association or to the Committee, to the address of the public officer from time to time of the Association;
- in the case of a notice to a Member, to the Member's address as specified in the register of members of the Association; and
- in the case of a Committee Member, at his address as notified from time to time to the public officer of the Association;

but notice given to any person, and actually received by that person, in conformity with any relevant time limit or other requirement, shall not be invalid merely because of this Clause.

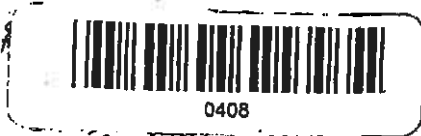
28. Winding Up or Cancellation

- (a) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed in accordance with the provisions of the Act.
- (b) If upon the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among 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 in respect of amateur sporting activities and preferably equestrian events and which institution shall prohibit the distribution of its property among its or their members to an extent at least as great as is hereby imposed on the Association. Such institution or institutions shall be determined by the Founding Members of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Victoria.

29. The procedure (if any) for the disciplining of members and the mechanism (if any) for appearances by members in respect of disciplinary action taken against them shall be as prescribed from time to time by the Committee.

(WTDGN:259)

C.P. Abbott



Registered No. A
26514 J

ASSOCIATIONS INCORPORATION ACT 1981. Section 22(2)

1647223

NOTICE OF SPECIAL RESOLUTION ALTERING STATEMENT OF PURPOSES OR RULES

..... WERRIBEE PARK EQUESTRIAN CENTRE Inc.
(name of incorporated association)

To the Registrar of Incorporated Associations;

We .. James Scanlon of 8 Torquay Boulevard (1)

..... Jan Juc 3228 AND Reginald Cleland ... OF (1)

Lot 3 Old Sydney Road Mickleham 3064

1. We are committee members of WERRIBEE PARK EQUESTRIAN CENTRE Inc.

2. On the 12 day of DECEMBER 1994.. the special resolution set out below in the annexure marked (2) was passed in accordance with the Associations Act 1981:

SEE ATTACHED

[Handwritten Signature]
.....
[Handwritten Signature]
.....

- (1) Full name and residential address.
- (2) Where there is sufficient space on this form to furnish the required information, the information is to be shown in a separate annexure.
- (3) This form should be submitted with the appropriate fee.

LODGED BY ALLAN BRUNO
ADDRESS 22 FLORENCE ST NIDDRIE
3042
PHONE NO: 018 349 722
03 741 7672
(BUSINESS HOURS)

FOR OFFICE USE ONLY
RECEIVED BY THE REGISTRAR ON

~~24 JUN 1996~~

Deputy Registrar of
Incorporated Association

[Handwritten Signature]
20 JAN 1997

WERRIBEE PARK EQUESTRIAN CENTRE INC**Proposed Special Resolution to Amend the Rules under Rule 26**

Resolved that the Rules of the Werribee Park Equestrian Centre Inc. be and hereby are amended by inserting the following Rule 4A:

4A Friends of Werribee Park Equestrian Centre

- (a) The "Friends of Werribee Park Equestrian Centre" ("the Friends") is established with the object of providing a body which may be joined by all those interested in supporting the development administration and maintenance of the WPEC for the use of recognized equestrian sports in the State of Victoria, and the development, promotion and encouragement of community participation and interest in equestrian events at the WPEC and other areas of Werribee Park as shall be appropriate from time to time, including retired or current participants or officials in equestrian sports, members of the Victorian Polo Association Inc or any of its Affiliated Clubs, and members of the Equestrian Federation of Australia Inc or any of its affiliated clubs, but the Committee may refuse membership to any person without giving any reason for such refusal.
- (b) The committee of the Friends ("Friends' Committee") shall comprise the Chairperson and Secretary of the Association for the time being, or any other two members of the Committee nominated instead by the Committee from time to time, and such other persons as the Friends' Committee shall decide and the Committee shall approve. The Friends shall operate and be administered as a part of the Association.
- (c) If the Committee so determines, any event conducted at the WPEC may be conducted in the name of the Friends which shall be responsible to and shall account to the Committee.
- (d) All monies collected in the name of the Friends shall be the property of the Association and shall be deposited in a bank account of the Association. The accounts of the Friends shall be maintained by the Friends.
- (e) The Friends' Committee may regulate its proceedings and those of any subcommittee formed by it as the Friends' Committee thinks fit and may make and from time to time amend rules and regulations not inconsistent with this constitution relating to the affairs of the Friends.
- (f) The Friends shall hold an Annual General Meeting during each year within 14 days of the Annual General Meeting of the Association and Clauses 18-21 inclusive of these Rules shall so far as appropriate apply to such Annual General Meetings. All members of the Friends shall be entitled to attend the Annual General Meeting of the Friends and to speak and vote thereat.
- (g) The financial year of the Friends shall be the same as that of the Association and the annual accounts of the Friends shall be included in and form part of the accounts of the Association for the purposes of Clauses 22-24 inclusive of these Rules, with separate accounts for the Friends also being prepared.
- (h) The auditors of the Association shall be the auditors of the the Friends.