

YOUNG DRESSAGE ASSOCIATION INC

Constitution

(Approved by Fair Trading – 27 November 2023)

Under the *Associations Incorporation Act 2009*

Contents

Objects and Purposes of the Association	3
Part 1 - Preliminary	
1 Definitions	3
Part 2 - Membership	
2 Membership Categories.....	5
3 Application for membership	6
4 Cessation of membership	7
5 Membership entitlements not transferable	7
6 Resignation of membership	7
7 Register of members	7
8 Fees and subscriptions.....	8
9 Members' liabilities	8
10 Resolution of disputes	8
11 Disciplining of members.....	9
12 Appeal of disciplined member.....	10
Part 3 - The committee	
13 Functions and Powers of the committee	10
14 Composition and membership of committee	11
15 Election of committee members.....	11
16 Secretary	12
17 Treasurer.....	12
18 Casual vacancies	12
19 Removal of committee members	13
20(A) Committee meetings and quorum	13
20(B) Appointment of association members as committee members to constitute quorum.....	14
21 Delegation by committee to sub-committee	14
22 Voting and decisions	15
23 Indemnity of Committee.....	15
24 Transaction of business outside meetings.....	15
Part 4 - General meetings	
25(A) Annual general meetings - holding of.....	16
25(B) Annual general meetings - calling of and business at.....	16
26 Special general meetings - calling of	16
27 Notice	17
28 Quorum for general meetings	17
29 Presiding member	18

30	Adjournment	18
31	Making of decisions	18
32	Special resolutions	19
33	Voting	19
34	Proxy votes are permitted.....	19
35	Postal and Electronic ballots.....	19
36	Transaction of business outside meetings	19

Part 5 - Miscellaneous

37	Insurance.....	20
38	Funds - source	20
39	Funds – management and accounts.....	20
40	Alteration to Rules	21
41	Change of name, objects and constitution.....	21
42	Custody of books etc	21
43	Inspection of records and books etc	21
44	Service of notices	22
45	Financial year	22
46	Power to borrow money.....	22
47	Contractual Engagement.....	23
48	Trustees	23
49	Application of Property and Income	23
50	Dissolution.....	23
51	Common Seal	23
52	Patron or Vice Patron.....	24
53	Non-Profit Status.....	24

Objects and Purposes Of The Young Dressage Association Incorporated

The Objects and purposes of the Association shall be:

- To promote, facilitate, assist and implement all those objects contained in the Constitution and Rules of Equestrian New South Wales and/or Equestrian Australia and Dressage NSW (DNSW) or as the governing bodies of Dressage in Australia may be called at that time that pertain directly or indirectly to the equestrian sport of Dressage
- To promote, hold and/or assist in holding exhibitions and events either official and unofficial, which include competitions, tests, demonstrations of performance, **training events** and other displays of dressage
- To promote, encourage and **facilitate** the rules and regulations of Equestrian New South Wales and/or Equestrian Australia and Dressage NSW (DNSW) governing the holding of such exhibitions
- To promote, facilitate and assist in the acquisition and distribution of knowledge of judging and stewarding dressage exhibitions
- To organise and conduct any courses of instruction, lectures or discussions conducive to greater efficiency and standardisation of dressage judging, stewarding and organisation and also conducive to the greater knowledge of horse owners and riders
- To conduct all competitions in strict accordance with the current rules and regulations of the FEI as adopted by the Equestrian New South Wales and/or Equestrian Australia
- **To encourage the continued improvement and knowledge of the best practice of dressage riding and training and welfare of the horse**
- To do all such other things as are incidental or conducive to the attainment of the above objects or purposes or any of them and to furtherance and stimulation of the art of Dressage

Part 1 - Preliminary

1. Definitions

(1) In this constitution unless the contrary intention appears:

The Association means “Young Dressage Association Inc”

Annual General Meeting means a meeting of members convened in accordance with rule 24 herein

Annual memberships means the annual fees payable by each category of member as determined by the Association from time to time.

Association Office means the office conducted as such or nominated by the Association

Member denotes a person who has paid his/her membership subscription and whose application for membership has been approved by the Association or a person who has been granted a Life or honorary membership by the Association. The Association has categories of members and their rights are set out in Part 2 herein or as recorded in the rules and minutes of the Association from time to time.

Committee Meeting means a meeting of at least 3 committee members in accordance with rule 20 herein

Committee member means a member of the committee elected by the Association who is an office-bearer of the Association.

Electronic communication means communication by facsimile, electronic mail, or other means via an electronic device such as a computer or smart phone.

Dressage is a French word that roughly translates as "Training". The object of dressage is the harmonious development of the physique and ability of the horse. As a result it makes the horse calm, supple, loose and flexible, but also confident, attentive and keen, thus achieving perfect understanding with the rider.

Dressage NSW (DSNW) is a discipline Council of Equestrian NSW and is the controlling body for dressage in NSW

Equestrian NSW means Equestrian NSW Incorporated, the peak body for the administration of equestrian sport in New South Wales, or its successor

Equestrian Australia means Equestrian Australia Limited, the governing body for equestrian sport in Australia, or its successor

Exhibition includes events, competitions, tests, demonstrations of performance and other displays or events in which horses participate.

FEI means Federation Equestrian Internationale, the international governing body for Equestrian, or its successors

Financial Year means the year ending after the 12 month period as adopted by the Association

General Meeting means a general meeting of the Association other than an annual general meeting.

Ordinary Member means a person who is elected to membership of the club in accordance with the rules of the Association, has paid any annual subscriptions owing and who is entitled to all benefits and voting rights conferred by the Association

Ordinary Committee members means a member of the committee who is not an office-bearer of the Association

Rules means the rules contained herein and/or made by the Association as from time to time in force and recorded in the minutes of the Association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

Special meeting means a special general meeting of the Association held in accordance with rule 25 herein

The Act means the *Associations Incorporation Act 2009* or as amended or replaced from time to time

The Regulations means the *Associations Incorporation Regulation 2022* or as amended or replace from time to time

- (2) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership of Association

2. Membership Categories

- (1) The members shall be divided into categories as determined by the Association from time to time and recorded in the rules and/or minutes of the Association. Membership of the Association at the present time comprises of:
- (a) **Honorary members** The Association may admit to honorary membership any person or body for such period as it thinks fit, such a member shall have limited rights as are set down from time to time by the Association and recorded in the minutes of whom are hereinafter referred to as “*Honorary members*”.
 - (b) **Life Members** A member of the Association may be nominated for consideration by the committee for Life Membership. Nominations for Life Membership must be put to the committee in writing on the appropriate form, nominated by at least 3 members of the Association (not to include the person nominated) at least 3 months prior to the Annual General Meeting. The criteria for selection as a Life Member is distinguished, exemplary, meritorious long term service to and membership of the Association. If the committee approves the nomination, the Life Membership will then be put as a resolution to the next Annual General Meeting and voted on by secret ballot. The resolution must attain an affirmative vote of at least 85% of those present at the meeting to be passed. A Life Member shall have all the usual rights as an ordinary member of the Association but not be required to pay the annual membership fee.
 - (c) **Adult yearly members** who will be persons 21 years of age or older, whom are hereinafter referred to as “*Ordinary Members*”.
 - (d) **Young Rider yearly members** who will be persons who have not yet reached the age of 21 years whom are hereinafter referred to as “*Young Riders*”. IF Young riders are under the age of 18 years they shall not be eligible for election to the committee or have the right to nominate another

member of the committee or to vote at any meetings. Young riders 18 years and over will have the full rights, including any voting rights as an Ordinary Member of the Association.

- (e) **Family yearly members** who will be families of two or more including their dependant/student children of whom are hereinafter referred to as "*Family members*". Family members will be entitled to one vote at meetings of the Association BUT otherwise will have the same rights as Ordinary Members of the Association; and
 - (f) **non riding yearly members** shall be a non-riding member with all rights of an ordinary member of the Association of whom are hereinafter referred to as "*non riding members*".
- (2) The eligibility criteria for each membership Category shall be determined by the Association from time to time and will be set out in the Associations Rules and/or Minutes.
 - (3) The rights and obligations of each membership category shall be determined by the Association from time to time and shall include, but not be limited to, at present, to debate and to vote at general meetings. Such rights and obligations will be set out in the Associations Rules and/or minutes.

3. Application for Membership

- (1) To be eligible for membership the applicant must meet any criteria set by the Association from time to time and recorded in its rules and/or minutes.
- (2) Subject to this Constitution or any procedures set by the Association from time to time, an application for membership must:
 - (a) Be in writing (which may include, but is not limited to, an online application) in the form prescribed by the Association.
 - (b) be approved for membership by the Committee of the Association.
 - (c) be accompanied by the appropriate fee or fees.
 - (d) sign any waiver or other form or forms required by the Association and produce and keep any prescribed paperwork required by the Association
- (3) A person is taken to be a member of the Association if the person satisfies the criteria set out above and any eligibility requirements set out in the Associations rules and/or as recorded in its minutes from time to time and such membership shall be subject always to this Constitution.
- (4) The Association must, on acceptance of membership and payment by the applicant of the amounts required enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- (5) Application for membership of the Association implies an undertaking by the member to observe the rules of the Association and they shall comply with and observe this Constitution and the Associations rules and any changes that the Association may make from time to time as recorded.

- (6) This Constitution constitutes a contract between **the Association and** each of the members of the Association and they are bound by this Constitution and the Associations rules by law.
- (7) Subject to this Constitution, all members of the Association immediately prior to the time of approval of this Constitution under the Act, shall be deemed Members of the Association from the time of approval of this Constitution under the Act and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.

4. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled **or suspended** from the Association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 2 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Association must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The Association must establish and maintain a register of members of the Association specifying the name and **postal, residential or email address** of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members may be kept in written or electronic form:
 - (a) by the Secretary; or
 - (b) with a copy being kept at the main premises of the Association, or as the Association nominates.

- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$5 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) Each member of the Association must, on admission to membership, pay to the Association **an entrance fee** of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 September (or some other time nominated in the rules and minutes of the Association) in each calendar year, or
 - (b) if the member becomes a member on or after 1 September in any calendar year - on becoming a member and before 1 September in each succeeding calendar year.
 - (c) if a new member takes up membership on or after 1st July, that membership if accepted by the Association, will be extended to the 31st August, in the following year.

9. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 8.

10. Resolution of disputes

- (1) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (a) **2 or more members (but only if the dispute is between members in their capacity as members of the Association);** or

- (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties and can be another member of the Association.
 - (b) In the case of a dispute between a member and another member, a person can be appointed by the Association.
 - (c) In the case of a dispute between a member and the Association, a person who is a mediator referred by a Community Justice Centre for mediation or some other person approved by NSW Fair Trading and in accordance with the Act.
- (5) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre or some other mediation approved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that is a member of the Association **that a member of the Association:**
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Association convened under subclause (3):
 - (a) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association at the meeting.

Part 3 - The committee

13. Functions and Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) Regulate the appointment to the Association of Honorary Members, Life members, ordinary members, family members, young riders and non-riding members.
- (e) Make such rules as it may from time to time think fit for regulation of the affairs of the Association and may from time to time amend such rules by additional deletion or variation provided that no amendment shall be made except at a meeting duly convened for that purpose in accordance with the Associations Constitution.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) ordinary committee members, each of whom is to be elected at the annual general meeting of the Association under clause 15.
- (2) The total number of committee members is to be 8 or such number as the Association may wish to elect from time to time.
- (3) The office-bearers of the Association are as follows:
 - (a) the President
 - (b) the Vice-president or presidents
 - (c) the Treasurer
 - (d) the Secretary
 - (e) the Public Officer
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) **Other committee positions may be established if deemed necessary including, but not limited to: Events Co-ordinator; Communications Co-ordinator; Sponsorship Co-ordinator; Judges Co-ordinator; Volunteer Co-ordinator etc**
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.

(6) Public Officer

Unless a General Meeting of the Association appoints another member to this office, the Secretary of the Association will be its Public Officer.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members:
 - (a) **shall be made on the day of the Annual General Meeting or in writing prior to the Annual General Meeting using the nomination form and must be nominated by at least two (2) members of the Association (not including the candidate) and accompanied by the consent of the candidate;**
 - b) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.
 - (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected
 - (d) If insufficient nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
 - (e) If the number of nominations received exceeds the number of vacancies to be filled, a vote by way of ballot shall be held.

- (f) The vote by ballot for the election of officer-bearers and ordinary committee members shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
- (g) A nominated Committee member must disclose any potential conflict of interest by acknowledging likely conflicts and withdrawing from any related discussion or decisions at a meeting, ensuring this is noted in the minutes in accordance with the Act
- (h) There is no maximum number of consecutive terms a committee member may hold office.

16. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
 - (d) minutes can be kept in written or electronic form and the chairperson can sign the minutes of meeting proceedings electronically.

17. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) is prohibited from being a director of a company under the *Corporations Act 2001*
 - (e) resigns office by notice in writing given to the secretary, or

- (f) is removed from office under clause 19, or
- (g) becomes a mentally incapacitated person, or
- (h) is absent without the consent of the committee from 4 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

19. Removal of committee members

- (1) The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) A member of the committee to whom a proposed resolution referred to in subclause (1) relates may make representations in writing to the secretary or president (not exceeding a reasonable length) and request that the representations be notified to the members of the Association at least 7 days before the meeting at which the proposed resolution will be considered. If the representations are not so sent, the member is entitled to require that the representations be read out by the member presiding at the meeting at which the resolution is considered.

20(A). Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. Such Committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) with appropriate notice given to the committee members.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (9) All resolutions made or decisions passed at a Committee meeting are to be recorded in the Associations Minutes, or in the case of a subcommittee meeting reported to the Association to be recorded in the minutes.

20. (B) APPOINTMENT OF ASSOCIATION MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members to the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) this clause does not apply to the filling of a casual vacancy to which clause 18 applies.

21. *Delegation by committee to sub-committee*

- (1) The committee may, by recording in the minutes of the Association, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the minutes, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the minutes recorded of the delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by recording in the minutes, revoke wholly or in part any delegation under this clause.

- (7) A sub-committee may meet and adjourn as it thinks proper but must report to the next general Committee meeting of the Association.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting and if the committee member participates in the meeting via technology they shall have the same rights of voting as the members present at that meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting), excluding Honorary members and junior members are entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

23. Indemnity of Committee members

- (1) Every Office bearer or committee member appointed by the Association or the General committee and every member of the committee shall be entitled to be indemnified out of the funds of the Association against any loss, expense or liability incurred or sustained by them in the bona fide and proper exercise of their duty provided that the officer bearer or committee member acted with a duty of care to the Association or in a manner not prejudicial to the interests of the Association.

24. Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
- (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).

- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Part 4 - General meetings

25. (A) Annual general meetings - holding of

- (1) The Association must hold its annual general meetings:
- (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulations.

25.(B) Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
 - (e) may be in writing or in electronic form.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition

may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 B (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) Unless otherwise provided in these rules, the Association may meet together, adjourn and regulate their proceedings when and as they determine by resolution from time to time.
- (6) Notice shall be deemed to be duly given if posted or emailed to the member's address recorded in the books of the Association or posted or emailed to the member's last known address and any such notice shall be deemed to have been received by the member three days after having been posted or emailed. This will include notices published in the newsletter, website or other usual communication sites of the Association.

28. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Eight (8) members present either in person or by proxy (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. **Such general meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.**
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the

adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

29. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each **committee or** general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- (3) **The member presiding at a meeting has: a deliberative vote and, in the event of an equality of votes – a second or casting vote.**

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association, **at least 1 day before the adjourned meeting**, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (4) Notice may be given by way of electronic technology communications.

31. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, 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, or 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.

- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson or in accordance with the Associations rules and as recorded in the minutes.
- (4) A resolution put to a vote at a general meeting being held using electronic technology (as per clause 38) can be decided using a suitable method that the committee determines.

32. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

33. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is an Honorary member or a young rider member under 18 years of age.

34. Proxy votes

Proxy voting on an authorised form obtainable from the secretary shall be permitted at an Annual General Meeting, general meeting or a special meeting of the Association.

35. Postal or Electronic ballots

- (1) The Association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under Clause 12.
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation in accordance with the Act.

36. Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Part 5 - Miscellaneous

37. Insurance

The Association will obtain insurance in accordance with any requirement of the Act and may effect and maintain insurance as appropriate for the Association's assets and liabilities.

38. Funds - source

- (1) The funds of the Association are to be derived from entry fees and annual subscriptions of members, donations and sponsorship, sale of Association merchandise, raffles and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt if required.

39. Funds – management and accounts

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques and other negotiable instruments must be signed by any 2 members of the committee, being members authorised to do so by the committee.
- (3) The Association shall keep detailed accounts of its financial transactions and its assets and liabilities to be able to show its true financial position at the end of each of the Associations financial year.
- (4) The Treasurer and or Public Officer shall ensure that a Financial Statement of the Associations income and expenditure is prepared for each financial year, together with a balance sheet showing the assets and liabilities of the Association at the close of each year. **These financial statements to be presented to the Annual General Meeting to be examined and voted on by the meeting to approve as correct.** The Treasurer and/or Public Officer shall meet the requirements of the Act by submitting a Financial Statement at the end of the financial year.

40. Alteration To Rules

- (1) The Association may make rules and regulations from time to time as long as they are consistent with the objects and purposes of the Association and alter, amend or rescind the same as occasions may require and enforce penalties for their breach, such rules shall be recorded in the minutes of the Association and shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution or the Act.
- (2) Amendments, alterations interpretation or other changes to Rules shall be advised to members by means of notice approved by the Association. Notices shall be binding upon all members.
- (3) All rules of the Association in force at the date of the approval of this Constitution (insofar as such rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution) shall be deemed to be rules and shall continue to apply.

41. Change of name, objects and constitution

An application to the Director-General for registration for a change in the Association's name, objects or constitution in accordance with section 10 of the Act can only be made by way of special resolution and is to be made by the public officer or the Secretary of the Association **or a committee member.**

42. Custody of books etc

The records of the Association must be kept in NSW at the main premises of the association in the custody of the public officer, or member of the association as the committee determines. If the association does not have any premises, the associations records must be kept at the association's official address in the public officer's custody whether in writing or electronic form, which should include but is not limited to:

- (a) Register of all members
- (b) Register of committee members
- (c) records, books and other financial documents of the Association,
- (d) this constitution,
- (e) minutes of all committee meetings and general meetings of the Association.
- (f) a record of any disclosure of conflict of interest by a committee member
- (g) risk management plan

43. Inspection of records and books etc

- (6) **The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:**
 - (c) **this constitution,**
 - (d) **minutes of committee meetings and general meetings of the association,**
 - (e) **records, books and other documents relating to the association.**

- (7) A member may inspect a document referred to in subclause (1):
 - (f) in hard copy, or
 - (g) in electronic form, if available.
- (8) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (9) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (h) that relates to confidential, personal, commercial, employment or legal matters, or
 - (i) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

45. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 31st August, or at such other time as the Association's rules nominate, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 September and ending on the following 31 August, or at such other time as the Association's rules nominate.

46. Power to Borrow Money

The Association may issue debenture stock or bonds of the Association at any time in any form or manner including the power to restrict the transfer

assignment or charge thereof or any of them and for any amount and may raise or borrow for the purpose of the Association any sum or sums of money either upon mortgage or charge of any property of the Association or on debenture stock or bonds or otherwise as it may think fit. This resolution shall be passed at a special general meeting by a majority of not less than two-thirds of the members.

47. Contractual Engagement

- (1) Subject to the approval or confirmation of the general committee being first obtained and within the scope of the objects of the Association the President, Secretary and/or treasurer are authorised to contract any obligation and to sign any contract in the name and on behalf of the Association.
- (2) Every such obligation shall be binding upon the members of the Association whose liability shall be a joint liability limited to the amount of the members annual subscription.

48. Trustees

The property of the Association may be held if forming part of the funds of the Association in the name of such person or persons (as Trustee or Trustees) as the Association may from time to time determine.

49. Application Of Property and Income

All income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in the rules and recorded in the minutes of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any official or servant of the Association or to any member or other person in return for any services actually rendered to the Association.

50. Dissolution

- (1) In the event of the Association being wound up, the liability of the member shall be limited to any outstanding monies due and payable to the Association, including the amount of the annual subscription payable in respect of the current financial year. No other amount shall be payable by the member.
- (2) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property or funds, **these shall be devoted to the promotion of objects similar to those of the Association and/or transferred to another organisation with similar objects** decided upon by the Association and no Member shall be entitled to receive any part of such funds unless in payment for remuneration for services rendered or moneys expended by the member as determined by the Association.

51. Common Seal

- (1) The Association may have a common seal which shall be kept in the custody of the Public Officer or secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be

attested by the signature of two (2) members of the committee, being officer bearers of the Association.

52. *Election Of Patron Or Vice Patron*

The Association may at the Annual General Meeting invite any person or persons to become the Patron and/or Vice Patron of the Association. The Patron and/or Vice Patron will have no voting rights of the Association.

53. *Non-Profit Status*

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.