

# **Pony Club Association of South Australia incorporated. Constitution**

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# ASSOCIATIONS INCORPORATION ACT 1985 (SA)

## CONSTITUTION

of

### PONY CLUB ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED

#### 1. NAME OF ASSOCIATION

The name of the Association is "Pony Club Association of South Australia incorporated".

#### 2. DEFINITIONS AND INTERPRETATION

##### 2.1 Definitions

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Act 1985 (SA)*.

**Association** means the Pony Club Association of South Australia incorporated.

**Annual General Meeting** means a meeting of the kind described in **clause 7.1**.

**By-Laws** means any by-laws made by the Executive Council under **clause 11.4**.

**Club** means an equestrian club.

**Constituent Documents** means that Member Club's governing documents, including but not limited to, that Member Club's constitution and regulations and rules and any other governing documents.

**Constitution** means this constitution of the Association.

**Club Delegate** means the person(s) appointed from time to time to act for and on behalf of the Member Club to vote on behalf of the Member Clubs at General Meetings.

**Director** means a member of the Executive Council and includes the President, the Vice-Presidents, the Treasurer, and the Zone Delegates, and any person acting in such capacity from time to time, appointed in accordance with this Constitution.

**Executive Council** means the body consisting of the Directors.

**Financial year** means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

**General Meeting** means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

**Individual Member** means a registered financial member of a Club who is an Individual Member of the Association under **clause 5.4**.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

**Member** means a member for the time being of the Association under **clause 5**.

**Member Club** means a Club that is admitted as a Member Club under **clause 5**.

**Objects** means the objects of the Association in **clause 3**.

**President** means the President of the Association for the time being elected under **clause 8.7**.

**Public Officer** means the Public Officer of the Association for the time being appointed under this Constitution for the purposes of the Act and, if no person is so appointed, the President.

**Senior Executive** means the President, the Vice-Presidents and the Treasurer.

**Special Resolution** means a special resolution defined in the Act.

**Sport** means the sport of equestrian.

**Training Coordinator** means the Training Coordinator for the time being appointed under **clause 8.32**.

**Treasurer** means the Treasurer of the Association for the time being appointed under **clause 8.13**.

**Vice-President** means either the two Vice-Presidents of the Association for the time being elected under **clause 8.9**.

**Zone** means the groupings of Member Clubs as established from time to time in accordance with **clause 5.3**.

**Zone Delegate** means the person(s) appointed from time to time to act for and on behalf of the Member Clubs comprising a particular Zone, to be members of the Executive Council, in accordance with **clause 8.11**.

## **2.2 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and

- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

## **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **2.4 The Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

## **3. OBJECTS OF THE ASSOCIATION**

The objects of the Association are, within South Australia, to:

- (a) encourage people of all ages to ride and to learn to enjoy all kinds of sport connected with horses and riding;
- (b) provide instruction in riding and horsemanship and instil in members the proper care of their animals;
- (c) promote the highest ideals of sportsmanship, citizenship and loyalty, thereby cultivating strength of character and self-discipline;
- (d) endeavour to bring about uniformity in conditions governing competitions, and furnish Member Clubs and Agricultural and Pastoral Associations with particulars of events which may be included in their show programmes; and
- (e) negotiate with Agricultural and Pastoral Associations with the purpose of having suitable children's equestrian events included in their show programme.
- (f) maintain and enhance the reputation of the Sport and the standards of play and behaviour of participants in the Sport;
- (g) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (h) have regard to the public interest in its operations;
- (i) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (j) promote the health and safety of Members and all other participants in the Sport.

## **4. POWERS OF THE ASSOCIATION**

### **4.1 General powers**

For furthering the Objects, the Association has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;

- (c) open and operate ADI accounts;
- (d) invest its moneys—
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (e) borrow money upon such terms and conditions as the Association thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

#### 4.2 Additional powers relating to Member Clubs and Zones

- (a) Where a Member Club cannot find a member willing to fill the position of President, Secretary or Treasurer of that Member Club, the Zone to which that Member Club belongs may appoint a caretaker President, Secretary or Treasurer to fill that position to keep the Member Club functioning until the next Annual General Meeting of the Member Club.
- (b) Where a Zone cannot find a member willing to fill the position of President, Secretary or Treasurer of that Zone, the Association may appoint a caretaker President, Secretary or Treasurer to fill that position to keep the Zone functioning until the next Annual General Meeting of the Zone.
- (c) Notwithstanding any rule or clause in the Constitution of a Member Club, a member of a Member Club may become a member of a second Member Club that is unable to form a committee from its own members, for the purposes of enabling the second Member Club to form a committee.
- (d) The intent of this clause 4.2 is to ensure that a Zone or Member Club is not required to be wound up, to go into recess, or to risk the loss of grounds or equipment, due to a temporary inability of that Zone or Member Club to fill necessary positions.

## 5. MEMBERSHIP

### 5.1 Categories of Members

The Members of the Association shall consist of:

- (a) **Zones**, being comprised of Member Clubs grouped in accordance with **clause 5.3**;
- (b) **Member Clubs**, being Clubs which, subject to this Constitution, shall have the right to receive notice of General Meetings and which shall be represented at General Meetings by up to two Delegates, who may be present, debate and vote on behalf of their respective Member Club at General Meetings;
- (c) **Individual Members**, being all financial members of the Member Clubs, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings;
- (d) **Independent Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings;

- (e) **Honorary Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings;
- (f) **Life Members**, who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights at General Meetings; and
- (g) such new categories of Members as may be created by the Executive Council. Any new category of Member created by the Executive Council cannot be granted voting rights without the approval of the Association in General Meeting.

## 5.2 Member Clubs

- (a) A Club which complies with the rules of the Association from time to time may apply to the Executive Council in writing to become a Member Club.
- (b) To be, or remain, eligible for membership, a Club must be incorporated.
- (c) Upon receiving an application for membership from a Club, the Association Secretary will invite the Zone to which that Club may be admitted to make enquiries and issue a report. That report together with the application shall be submitted to the first convenient Meeting of the Executive Council.
- (d) The Association may accept or reject an application to become a Member Club, whether or not the applicant Club has complied with the requirements in this **clause 5**. The Association shall not be required or compelled to provide a reason for accepting or rejecting an application.
- (e) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.
- (f) Each Member Club is taken, by virtue of that membership, to have agreed that:
  - (i) it will submit an up-to-date copy of its Constituent Documents to the Executive Council as and when requested by the Executive Council or required by the By-Laws;
  - (ii) it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Executive Council on request by the Executive Council; and
  - (iii) if requested by the Association, it will also provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Member Club's Annual General Meeting.
- (g) Each Member Club's Constituent Documents must:
  - (i) clearly reflect the Objects;
  - (ii) include a Constitution in the terms of the standard Pony Club® Constitution, or such other Constitution as may be approved from time to time by the Executive Council; and
  - (iii) conform with this Constitution, the By-Laws and the policies of the Association.
- (h) Each Member Club must provide for membership of the Member Club in the following categories:

- (i) **Junior member**, being a riding member who has not reached the age of 17 years;
- (ii) **Senior member**, being a riding member who has reached the age of 17 years and has not reached the age of 26 years;
- (iii) **Adult member**, being a riding member who has reached the age of 26 years;
- (iv) **Non-riding member**, being a person who wishes to be a member to assist in the running of a Club;
- (v) **Riding members** shall be all members in the categories identified in paragraphs (i), (ii) and (iii) and this **clause 5.2(h)**.

### 5.3 Zones

- (a) The Member Clubs of the Association shall be grouped into Zones.
- (b) The geographical boundaries of the Zones shall be as defined from time to time by the Executive Council and ratified by an Annual General Meeting or a Special General Meeting of the Association.
- (c) Each Zone must be incorporated.
- (d) The Member Clubs comprising each Zone are required to adopt and abide by a Zone Constitution substantially in the terms of the Model Zone Constitution approved from time to time by the Executive Council, or such other Constitution as may be approved from time to time by the Executive Council.

### 5.4 Individual Members

- (a) An individual who is a financial member of a Member Club will automatically become an Individual Member of the Association by reason of that membership and will be subject to the provisions of this Constitution and any other rules or by-laws of the Association.
- (b) An Individual Member shall remain a Member of the Association for so long as they remain a financial member of a Member Club.
- (c) If a Member Club ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Member Club shall automatically cease at that time but shall be dealt with in accordance with the By-Laws and the circumstances pertaining to each Member.

### 5.5 Independent Members

- (a) An individual who is not a member of a Member Club may apply to the Executive Council in writing to become an Independent Member of the Association.
- (b) The Association may accept or reject an application for Independent Membership whether or not the applicant has complied with the requirements in this **clause 5**. The Association shall not be required or compelled to provide a reason for accepting or rejecting an application.
- (c) Where the Association accepts an application, the applicant shall become an Independent Member for such period as the Association thinks fit. Membership shall be deemed to commence upon acceptance of the application by the Association, and the Independent Member will be subject to the provisions of this Constitution and any other rules or by-laws of the Association.



- (d) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.
- (e) An Independent Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.

## **5.6 Honorary Members**

- (a) The Association may admit to honorary membership any individual for such period as it thinks fit.
- (b) An Honorary Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (c) An Honorary Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in events in their capacity as a participant in such events).

## **5.7 Life Members**

- (a) Life membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to its Objects in South Australia.
- (b) Any Individual Member may recommend a person for life membership by notice in writing to the Executive Council as detailed in the By-Laws.
- (c) A person may be appointed a Life Member only by the Senior Executive.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in events in their capacity as a participant in such events).

## **5.8 Re-Affiliation of Member Clubs**

- (a) Member Clubs must renew their Member Club membership annually with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
- (b) Upon re-affiliation, Member Clubs must lodge with the Association an updated copy of their own Constituent Documents (including all amendments) and they must provide details of any change to their Delegate and any other information reasonably required by the Association. Each Member Club is to ensure that its own constitution is amended to conform to any amendments made to this Constitution.

## **5.9 Obligations of Members**

Each Member must:

- (a) treat all staff, contractors and representatives of the Association and all those involved with the Sport with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Association and the Sport;
- (c) not act in a manner:

- (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association or the Sport; or
  - (ii) that is likely to bring the Association or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association or the Sport and its maintenance and development; and
- (d) in the case of a Member Club:
- (i) take reasonable steps to prevent any of its own members or any of its participants from acting in a manner:
    - (A) unbecoming or prejudicial to the Objects of the interests or reputation of the Association or the Sport; or
    - (B) that is likely to bring the Association or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association or the Sport and its maintenance and development; and
  - (ii) take reasonable steps to discipline appropriately any of its own members or participants if that member or participant acts in such a way;
  - (i) be and remain incorporated in South Australia;
  - (ii) nominate an appropriate Delegate annually to attend General Meetings, and inform the Association of the details of that person accordingly;
  - (iii) provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable, following its own annual general meetings;
  - (iv) adopt and implement such policies as may be developed by the Association;
  - (xi) maintain, in a form acceptable to the Association, a register of all members of its members. Each Member Club shall provide a copy of the register at a time and in a form acceptable to the Association. They shall also provide regular updates of the register to the Association.

## 5.9 Association to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Association must keep and maintain a register of Members, which shall contain, at least;
  - (i) the full name, address, date of birth, category of membership and date of entry to membership of each Member and Director; and
  - (ii) where applicable, the date of termination of membership of each previous Member;
- (b) the Register may contain such other information as the Executive Council considers appropriate;
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date; and
- (d) Members shall provide notice of any change and required details to the Association within one month of such change.

### **5.10 Inspection of Register**

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

### **5.11 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Executive Council considers appropriate.

### **5.12 Effect of Membership**

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws and policies of the Association;
- (b) they shall comply with and observe this Constitution and the By-Laws and policies of the Association and also any determination, resolution or decision, which may be made or passed by the Executive Council or other entity with delegated authority on behalf of the Association;
- (c) by submitting to this Constitution and the By-Laws and policies of the Association, they are subject to the jurisdiction of the Association;
- (d) the Constitution and the By-Laws and policies of the Association are necessary and reasonable for promoting the Objects of the Association; and
- (e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Association.

### **5.13 Resignation of Membership by Member Clubs**

- (a) A Member Club who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association, subject to the clauses below.
- (b) A Member Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Member Club. A copy of the relevant minutes of the Member Club's meeting showing that the Special Resolution has been passed by the Member Club must be provided to the Association.
- (c) Once the Association receives notice of resignation of membership given under this **clause 5.13**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a Member.

### **5.14 Discontinuance of Membership for Breach**

- (a) Membership of the Association may be discontinued by the Executive Council if in the opinion of the Executive Council any Member has acted or is acting contrary to the interests of the Association or is in breach of any clause of this Constitution or the By-Laws or the policies of the Association. This includes, but is not limited to, the failure to pay any monies owed to the Association, disciplinary matters, and the failure to comply with the By-Laws or any resolutions or determinations made or passed by the Executive Council or any duly authorised committee.

- (b) Membership shall not be discontinued by the Executive Council under **clause 5.14(a)** without the Executive Council first giving the relevant Member sufficient opportunity to explain the conduct or breach and/or remedy the conduct or breach.
- (c) A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
- (d) Where a Member fails, in the Executive Council's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 5.14(a)**. The Association shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.14** as soon as practicable.

**5.15 Appeals against Discontinuance of Membership under clause 5.14(a)**

- (a) Any Member aggrieved by any decision or action of the Executive Council under **clause 5.14(a)** may, by notice in writing given or delivered to the Secretary within one calendar month thereof, appeal against such decision or action to a General Meeting. Such notice shall state the grounds of appeal.
- (b) Any Member lodging any such notice of appeal may in such notice require that a Special General Meeting be convened to deal with the matter but in that event the costs of calling the Special General Meeting shall be borne by the party issuing the notice of appeal.
- (c) An appeal under this clause shall be heard:
  - (i) if the notice of appeal includes a requirement that a Special General Meeting be convened to deal with the matter—at the Special General Meeting convened for that purpose; or
  - (ii) if no such requirement is included in the notice—at the Annual General Meeting next following the expiration of one month from the date of lodgement of the notice of appeal with the Secretary.

**5.16 Discontinuance of Membership of Member Club for Failure to Pay Subscription Fees**

- (a) The Membership of the Association of a Member Club may be discontinued by the Executive Council if the Member Club fails to pay its annual subscription within two calendar months after payment becomes due and payable. In that case, the Member Club's membership will be deemed to have lapsed from that time.
- (b) The register shall be amended to reflect any discontinuance by reason of lapse of membership under this **clause 5.16** as soon as practicable.

**5.17 Former Member may Re-Apply for Membership**

A Member whose membership has been discontinued under **clauses 5.13, 5.14 or 5.16**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Executive Council.

**5.18 Forfeiture of Rights**

- (a) A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
- (b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

### **5.19 Membership May be Reinstated**

Membership which has been discontinued under this **clause 5** may be reinstated at the discretion of the Executive Council, with such conditions of membership as the Executive Council deems appropriate.

### **5.20 Refund of Membership Fees**

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

### **5.21 Subscriptions and Fees**

- (a) Every Member Club shall pay an annual subscription fee.
- (b) The Executive Council will:
  - (i) fix annual membership subscriptions for Member Clubs; and
  - (ii) determine the time for and manner of payment of the subscriptions by Member Clubs to the Association.
- (c) The Executive Council may also fix subscriptions for different categories of membership (save that no subscription fees shall be payable by Individual Members who are Members by reason of their membership of a Member Club, or by Honorary Members or Life Members) and may determine that no subscriptions are payable by one or more of the categories for any year.
- (d) The Executive Council may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (e) On admission to membership, a new Member must pay the current full year's subscription (if any) applicable to the relevant category of membership, unless the Executive Council agrees to accept payment in instalments.
- (f) The Executive Council may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Executive Council is satisfied that there are special reasons to do so.

## **6. DISCIPLINE AND DISPUTE RESOLUTION**

### **6.1 By-Laws**

- (a) The Executive Council may make By-Laws governing the hearing and determination of disputes, protests or complaints made by or against Members or participants or the Association or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the By-Laws or policies of the Association against Members or participants or the Association.
- (b) A By-Law made under this **clause 6.1** may:
  - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 6.1**, including committees or tribunals for appeals from Member Clubs;
  - (ii) prescribe penalties for breaches of this Constitution or the By-Laws or policies of the Association;
  - (iii) invest a judiciary committee or tribunal with power to impose penalties; and

- (iv) otherwise prescribe the procedures for dealing with cases falling under this **clause 6.1**.
- (c) Despite any By-Law made under this **clause 6.1**, and unless otherwise specified, the Executive Council may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

## 6.2 Natural Justice and Procedural Fairness

All proceedings relating to matters falling under **clause 6.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

## 6.3 Process

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
  - (i) another Member; or
  - (ii) the Association.
- (b) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (c) 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 parties.
- (d) 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 ten days after the scheduled meeting, refer the dispute to the Association or the State Sport Dispute Centre (if applicable to the Association) to resolve the dispute in accordance with **clause 6.1**.
- (e) The Committee may prescribe additional grievance procedures in By-Laws under **clause 6.1**.

## 7. GENERAL MEETINGS

### 7.1 Types

There are two General Meetings that can be convened where Member Clubs have the opportunity to express opinions and vote on various matters. They are:

- (a) **Annual General Meetings:** Annual General Meetings of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Council. The Executive Council will use its best endeavours to ensure that the Annual General Meeting is held in the month of October each year.
- (b) **Special General Meetings:** Special General Meetings of the Association are special meetings that are convened by Members to discuss extraordinary issues.

### 7.2 Attendance

- (a) All Members are entitled to attend General Meetings but only Member Clubs are entitled to vote at General Meetings (through their Club Delegates).
- (b) Each Member Club, by notice to the Association, may appoint two natural persons to act as its Club Delegates for the purposes of voting at General Meetings. Club Delegates must be aged 18 years or older.

- (c) Each Member Club must lodge with the Secretary a notice appointing the Club Delegates of the Member Club, not less than seven days prior to the meeting.
- (d) A Member, or a Club Delegate appointed under **clause 7.2(b)**, may attend a General Meeting by telephone or other electronic means by which they can hear and be heard.

### **7.3 Notice**

- (a) Notice of General Meetings must be given to Member Clubs by the means authorised in **clause 11.5**.
- (b) A notice of a General Meeting must specify the place, day and hour of the General Meeting.
- (c) Notice of the Annual General Meeting must be given to Member Clubs at least fifty-six days prior to the date of the Annual General Meeting, and must include or be accompanied by any call for nominations as required by **clause 8.4**.
- (d) At least twenty-one days prior to the date fixed for a General Meeting, notice must be given to Member Clubs of the agenda for the General Meeting, including any notice of motion received from any Member Club in accordance with **clause 7.5**.
- (e) Inadvertent failure to comply with **clause 7.3(d)** does not invalidate any resolution passed at a General Meeting, providing that notice is in fact given not less than fourteen days prior to the date fixed for the General Meeting.

### **7.4 Business**

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Executive Council (and those of any auditors), the election of Directors and any amendments to this Constitution.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.
- (c) No business other than that stated on the notice for a General Meeting may be discussed at that General Meeting.

### **7.5 Notices of Motion**

Member Clubs may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than twenty-eight days prior to the General Meeting.

### **7.6 Quorum**

No business may be discussed or transacted at a General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. A quorum for General Meetings is at least one Club Delegate of Member Clubs representing 20% of the financial Member Clubs.

### **7.7 Chairperson to Preside**

- (a) The President will, subject to this Constitution, preside as chairperson at every General Meeting except where the President has a conflict of interest.
- (b) If the President is not present or is unwilling or unable to preside, the Member Clubs present must appoint another Director to preside as chair for that General Meeting only.

## **7.8 Adjournment**

- (a) If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.
- (b) If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting:
  - (i) if the General Meeting was convened on the requisition of Member Clubs under **clause 7.12(b)**, the General Meeting will lapse and will not be adjourned or reconvened; and
  - (ii) in any other case, the Club Delegates of those Member Clubs present will constitute a quorum.
- (c) The chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- (e) Except as provided in clause 7.7(c), it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned General Meeting.

## **7.9 Voting Procedure**

- (a) At any General Meeting a resolution put to the vote of the General Meeting will be decided on a show of hands of the Club Delegates present, unless a poll is (before the show of hands) demanded by:
  - (i) the chairperson; or
  - (ii) a simple majority of Club Delegates present at the General Meeting.
- (b) Each Club Delegate is entitled to one vote at General Meetings.
- (c) The chairperson may not exercise a casting vote at General Meetings.

## **7.10 Recording of Determinations**

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **7.11 Special General Meetings**

The Executive Council may, whenever it thinks fit, convene a Special General Meeting of the Association.

## **7.12 Requisition of Special General Meetings by Member Clubs**

- (a) On the requisition in writing of six Member Clubs, the Executive Council must, not less than twenty-eight days nor more than forty-two days after the receipt of the



requisition (and provided notice is given in accordance with clauses 7.3 and 11.5), convene a Special General Meeting for the purpose specified in the requisition.

- (b) Every requisition for a Special General Meeting must be signed by requisitioning Member Clubs, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Member Clubs making the requisitions.
- (c) If the Executive Council does not cause a Special General Meeting to be held within forty-two days after the receipt of the requisition, the Member Clubs making the requisition may convene a Special General Meeting to be held not later than four calendar months after the receipt of the requisition.
- (d) A Special General Meeting convened by the Member Clubs under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Executive Council and for this purpose the Executive Council must ensure that the Member Clubs making the requisition are supplied free of charge with particulars of the Member Clubs entitled to receive a notice of meeting. Subject to this Constitution, the reasonable expenses of convening and conducting such a meeting must be borne by the Association.

## **8. MANAGEMENT**

### **8.1 General powers of Executive Council**

- (a) The Executive Council constitutes the Committee for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Executive Council, which may exercise the powers of the Association for that purpose
- (c) The Senior Executive is responsible for the day-to-day operation of the Association in between meetings.
- (d) The Executive Council must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole.

### **8.2 Composition of the Executive Council**

The Executive Council will comprise of:

- (a) the President elected under **clause 8.7**; and
- (b) two Vice-Presidents elected under **clause 8.9**;
- (c) the Zone Delegates appointed under **clause 8.11**;
- (d) two Independent Directors elected under **clause 8.12**; and
- (e) the Treasurer appointed under **clause 8.13**.

### **8.3 Portfolios**

The Executive Council may allocate portfolios to Directors.

### **8.4 Nominations for Elected Officers**

The Executive Council must call for nominations for the offices of President, Vice-President and Independent Director, at least fifty-six days prior to the Annual General Meeting.

## **8.5 Nominations must:**

- (a) be made in writing by or on behalf of a Member Club;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) disclose any position the nominee holds in a Member Club, including as an officer, a participant, or an employee; and
- (e) be delivered to the Association not less than twenty-eight days before the date fixed for the Annual General Meeting.

## **8.6 President**

The President shall be the nominal head of the Association.

## **8.7 Election for President**

- (a) If the number of nominations received for the position of President in accordance with **clause 8.5** is one, then the person nominated shall be declared elected.
- (b) If the number of nominations for the position of President exceeds one, an election for the position of President must be conducted by postal ballot, with the outcome of the election to be determined and announced at the Annual General Meeting.
- (c) In the election for the position(s) of President, each Member Club shall have one vote.
- (d) Member Clubs may submit their vote for the position of President by post, by providing their vote in a clearly-marked sealed envelope. In order to be counted, votes must be received by the Association at least seven days prior to the Annual General Meeting.
- (e) The postal ballot, voting, and the counting of votes at the Annual General Meeting, shall otherwise be conducted in such a manner and by such a method as determined by the Executive Council from time to time.
- (f) If at the close of the Annual General Meeting a vacancy in the position of President remains unfilled, the vacant position will be deemed a casual vacancy under **clause 8.15**.

## **8.8 Term of Appointment for President**

The President elected under **clause 8.7** shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, the President shall remain in office from their election until the commencement of the second Annual General Meeting following.

## **8.9 Election for Vice-President**

- (a) If the number of nominations received for the position of Vice-President in accordance with **clause 8.5** is less than or equal to the number of vacancies, then the person or persons nominated shall be declared elected.
- (b) If the number of nominations for the positions of Vice-President exceeds the number of vacancies, an election for the position(s) of Vice-President must be conducted by postal ballot, with the outcome of the election to be determined and announced at the Annual General Meeting.

- (c) In the election for the position(s) of Vice-President, each Member Club shall have one vote.
- (d) Member Clubs may submit their vote for the position of Vice President by post, by providing their vote in a clearly-marked sealed envelope. In order to be counted, votes must be received by the Association at least seven days prior to the Annual General Meeting.
- (e) The postal ballot, voting, and the counting of votes at the Annual General Meeting, shall otherwise be conducted in such a manner and by such a method as determined by the Executive Council from time to time.
- (f) If at the close of the Annual General Meeting, a vacancy in the position of Vice-President remains unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.15**.

#### **8.10 Term of Appointment for Vice-Presidents**

- (a) Each of the Vice Presidents elected under **clause 8.9** shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, each Vice-President shall remain in office from their election until the commencement of the second Annual General Meeting following.
- (b) One Vice-President shall retire in each odd year and the other Vice-President shall retire in each even year.
- (c) If both Vice-Presidents are elected at the same Annual General Meeting, the sequence of retirements under **clause 8.10(b)**, which is designed to ensure rotational and staggered terms, shall be determined by the Executive Council.

#### **8.11 Appointment of Zone Delegates**

- (a) The Member Clubs belonging to each Zone may appoint one Zone Delegate and up to one alternate Zone Delegate.
- (b) Each Zone Delegate and alternate Zone Delegate must be a financial member of a financial Member Club within the relevant Zone.
- (c) The names of the Zone Delegates and alternate Zone Delegates shall be submitted to the Secretary by 30 September each year.
- (d) Each Zone Delegate and alternate Zone Delegate shall serve for a term of one year. Subject to provisions in this Constitution relating to early retirement or removal of Directors, each Zone Delegate or alternate Zone Delegate shall remain in office from the commencement of the Annual General Meeting immediately before which their relevant appointment occurred until the commencement of the following Annual General Meeting.

#### **8.12 Election of Independent Directors**

- (a) An Independent Director may, but need not be, a Member of the Association. However, any person who is a member of the Committee of a Member Club is not eligible to be an Independent Director.
- (b) If the number of nominations received for the position of Independent Director is less than or equal to two, then the person or persons nominated shall be declared elected.
- (c) If the number of nominations for the positions of Independent Director in accordance with **clause 8.5** exceeds two, an election for the position(s) of Independent Director must be conducted by postal ballot, with the outcome of the election to be determined and announced at the Annual General Meeting.

- (d) In the election for the position(s) of Independent Director, each Member Club shall have one vote.
- (e) Member Clubs may submit their vote(s) for the position of Independent Director by post, by providing their vote in a clearly marked sealed envelope. In order to be counted, votes must be received by the Association at least seven days prior to the Annual General Meeting.
- (f) The postal ballot, voting, and the counting of votes at the Annual General Meeting, shall otherwise be conducted in such a manner and by such a method as determined by the Executive Council from time to time, and prescribed in the By-Laws.
- (g) If at the close of the Annual General Meeting, a vacancy in the position of Independent Director remains unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.15**.
- (h) Each Independent Director shall serve for a term of one year. Subject to provisions in this Constitution relating to early retirement or removal of Directors, each Independent Director shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the following Annual General Meeting.

#### **8.13 Appointment of Treasurer**

The Treasurer shall be appointed by the Executive Council.

#### **8.14 Term of Appointment of Treasurer**

- (a) The term of office of the Treasurer shall be fixed by the Executive Council at the time of the Treasurer's appointment but shall not exceed one year.
- (b) A person who has previously served as Treasurer may be reappointed to that position.

#### **8.15 Casual Vacancies in Position of President, Vice-President, Independent Director or Treasurer**

- (a) Any casual vacancy occurring in the position of President, Vice-President or Treasurer may be filled by the remaining Directors by the appointment of any Individual Member or Independent Member of the Association.
- (b) Any casual vacancy occurring in the position of Independent Director may be filled by the remaining Directors by the appointment of any person who is eligible to be an Independent Director (see **clause 8.12(a)**).
- (c) Any casual vacancy occurring in the position of a Zone Delegate or alternate Zone Delegate may be filled by the relevant Zone by the appointment of any financial member of a financial Member Club within the relevant Zone, and any such appointment will take effect upon the Zone providing submitting the name of the person so appointed to the Secretary;
- (d) Any casual vacancy may only be filled for the remainder of the officeholder's term under this Constitution.

#### **8.16 Duties of Directors**

In accordance with Division 3A of the Act, Directors must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Association, Members or creditors of the Association or creditors of any other person or for any fraudulent purpose;

- (b) not make improper use of information acquired by virtue of their position in the Association so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Association;
- (c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Association; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

#### **8.17 Vacancies and Grounds for Termination of Director**

- (a) The office of a Director becomes vacant if the Director:
  - (i) dies;
  - (ii) becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - (iii) suffers from mental or physical incapacity;
  - (iv) cannot obtain or retain office under section 30 of the Act;
  - (v) resigns their office by notice in writing to the Association;
  - (vi) is absent without the consent of the Executive Council from all meetings of the Executive Council held during a period of six months;
  - (vii) holds any office of employment with the Association;
  - (viii) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest (and which amounts to a conflict of interest);
  - (ix) in the case of the Treasurer, is removed from office by the remaining Directors;
  - (x) is removed by the Members in General Meeting; or
  - (xi) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).
- (b) If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Executive Council without a further resolution of Members authorising the appointment.

#### **8.18 Executive Council May Act**

If there are any vacancies on the Executive Council, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Executive Council, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

#### **8.19 Executive Council to Meet**

- (a) The Executive Council must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance.

- (b) Subject to this Constitution, the Executive Council may adjourn and otherwise regulate its meetings as it thinks fit.
- (c) Any two Directors may at any time convene a meeting of the Executive Council on reasonable notice to the other Directors.

#### **8.20 Quorum and Chairperson of Executive Council Meetings**

- (a) At meetings of the Executive Council the number of Directors whose presence is required to constitute a quorum is:
  - (i) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
  - (ii) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.
- (b) The President of the Association will act as chairperson of any Executive Council meeting or General Meeting at which they are present.
- (c) If the President is not present or is unwilling or unable to preside at an Executive Council meeting, the remaining Directors must appoint one of the Vice-Presidents – or, if no Vice-President is present and willing or able to preside at the meeting, another Director – to act as chairperson for that meeting only.

#### **8.21 Decisions of Executive Council**

Subject to this Constitution, questions arising at any meeting of the Executive Council may be decided by resolutions supported by a majority of the Directors present at the meeting. Each Director, including the chairperson of the meeting, has one vote on any question. The chairperson does not have a casting vote.

#### **8.22 Circulatory Resolutions**

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one or more of the Directors.
- (b) A resolution may not be passed under **clause 8.22(a)** if, before it is circulated for voting under **clause 8.22(a)**, the Executive Council resolves that it can only be put at a meeting of the Executive Council.
- (c) A resolution passed under this clause must be recorded in the minute book.

#### **8.23 Resolutions not in Meeting**

- (a) Without limiting the power of the Executive Council to regulate its meetings as it thinks fit, and subject to **clause 8.24**, a meeting of the Executive Council may be held where one or more of the directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Council or this Constitution; and

- (iii) if a failure in communications prevents **clause 8.23(a)(i)** from being satisfied by the number of Directors which constitutes a quorum (**clause 8.20**), and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 8.23(a)(i)** is satisfied again, and if such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (b) Any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Director is there in person. If no Director is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### **8.24 Conflict of Interest**

- (a) The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.
- (b) A Director shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Executive Council, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Director casts a vote, the vote shall not be counted.
- (c) In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Council. If this is not possible, the matter shall be adjourned or deferred.

#### **8.25 Disclosure of Interests**

- (a) The nature of the interest of a Director must be declared at the meeting of the Executive Council at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Executive Council at the next meeting of the Executive Council. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Executive Council held after the Director becomes interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

#### **8.26 General Disclosure**

A general notice stating that a Director is a member of, or associated with, any entity and that they are 'interested' in all transactions with that entity is sufficient declaration under **clause 8.25**. After the distribution of the general notice, it is not necessary for the Director to give a special notice regarding any particular transaction with that firm or company.

#### **8.27 Recording Disclosures**

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 8.24, 8.25** and/or **8.26** must be recorded in the minutes of the relevant Meeting.

#### **8.28 Delegations**

- (a) **Executive Council May Delegate Functions**

The Executive Council may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Executive Council will also determine what powers these entities are given.

(b) **Delegation by Instrument**

The Executive Council may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- (i) this power of delegation; and
- (ii) a function imposed on the Executive Council or the Public Officer by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.

(c) **Delegated Function Exercised in Accordance with Terms**

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) **Procedure of Delegated Entity**

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Council. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Executive Council with details of all material decisions and shall provide any other reports, minutes and information as the Executive Council may require from time to time.

(e) **Delegation May be Conditional**

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

(f) **Revocation of Delegation**

By instrument in writing, the Executive Council may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

**8.29 Common Seal**

- (a) The Association will have a Common Seal on which its corporate name appears in legible characters.
- (b) The Common Seal may not be used without the express authorisation of the Executive Council and every use of the Common Seal must be recorded in the minute books of the Association. The affixing of the Common Seal must be witnessed by two Directors, or by one Director and another person authorised by the Executive Council for that purpose.

**8.30 Appointment of Secretary and Public Officer**

- (a) The Executive Council may appoint a Secretary who may, but need not be, one of the Directors.
- (b) The Executive Council may suspend or remove the Secretary from that office.



- (c) A Secretary holds office on the terms and conditions (including as to remuneration, if any) and with the powers, duties and authorities, delegated to them by the Directors.
- (d) If and for so long as no person is appointed as the Secretary, the President shall be the Secretary of the Association for the purposes of the Act and this Constitution.
- (e) The Executive Council may appoint a Public Officer for the purposes of the Act, who may, but need not be, one of the Directors.
- (f) The Executive Council may suspend or remove the Public Officer from that office.
- (g) A Public Officer holds office on the terms and conditions (including as to remuneration, if any) and with the powers, duties and authorities, delegated to them by the Directors.
- (h) If and for so long as no person is appointed as the Public Officer, the President shall be the Public Officer of the Association for the purposes of the Act.

### **8.31 Chief Instructors Panel**

- (a) There shall be a Chief Instructors Panel.
- (b) Each Zone shall nominate one person to be a member of the Chief Instructors Panel.
- (c) The members of the Chief Instructors Panel shall be appointed for a term of two years, with the appointments of each member of the Chief Instructors Panel expiring at the second Annual General Meeting following the making of the appointments.
- (d) In addition to the members nominated by each Zone, the Training Coordinator, once appointed under **clause 8.32**, shall be a member of the Chief Instructors Panel.
- (e) In addition to the members nominated by each Zone, and the Training Coordinator, the Chief Instructors Panel may at any time appoint a further person or persons to be members of the Chief Instructors Panel. Subject to **clause 8.31(f)**, the appointment of any such person as a member of the Chief Instructors Panel will expire at the same time as the expiration of the other members of the Chief Instructors Panel under **clause 8.31(c)**.
- (f) A person ceases to be a member of the Chief Instructors Panel if the person:
  - (i) dies;
  - (ii) resigns their office by notice in writing to the Association; or
  - (iii) is removed from office by the Executive Council.
- (g) The functions of the Chief Instructors Panel are to ensure uniformity and coordination of instruction throughout the Association, to oversee proficiency assessments and coach education and assessments, to make decisions regarding applications for exemptions to the rules pertaining to riding equipment, and to report on its activities and decisions to the Executive Council.

### **8.32 Training Coordinator**

- (a) The Chief Instructors Panel shall appoint a Training Coordinator, with the appointment to be ratified by the Executive Council.

- (b) The appointment of the Training Coordinator shall expire at the same time as the appointments of the members of the Chief Instructors Panel.
- (c) A person ceases to be the Training Coordinator if the person:
  - (i) dies;
  - (ii) resigns their office by notice in writing to the Association; or
  - (iii) is removed from office by the Executive Council.
- (d) The functions of the Training Coordinator are:
  - (i) the training of coaches;
  - (ii) the conduct of proficiency assessments for certificates above C;
  - (iii) the keeping of records in relation to training and proficiency;
  - (iv) assisting the State Training Committee; and
  - (v) the performance of other duties as required by the President or the Executive Council.

### **8.33 State Training Panel**

- (a) There shall be a panel of up to seven level-one coaches (State Training Officers), appointed by the Executive Council, who shall constitute the State Training Panel.
- (b) The State Training Panel shall be appointed for a term of two years, with the appointments of each State Training Officer expiring at the second Annual General Meeting following the making of the appointments.
- (c) The Executive Council, shall, at its first meeting after the Annual General Meeting at which the appointments of State Training Officers expires, appoint State Training Officers to constitute the State Training Panel.
- (d) A person ceases to be a State Training Officer if the person:
  - (i) dies;
  - (ii) resigns their office by notice in writing to the Association; or
  - (iii) is removed from office by the Executive Council.
- (e) If at any time the number of State Training Officers is less seven, the Executive Council may appoint a further person or persons to be State Training Officers (up to a maximum of seven). The appointment of any such person as a State Training Officer will expire at the same time as the expiration of the other State Training Officers under **clause 8.33(b)**.
- (f) The Training Coordinator may attend meetings of the State Training Panel.
- (g) The State Training Panel may select one State Training Officer who shall be entitled to attend, but not to vote, at meetings of the Executive Council.
- (h) The State Training Panel shall, if requested to do so, provide a written or oral report to the Executive Council in relation to the training activities contemplated for the following quarter.

### **8.34 Rules Advisory Committee**

- (a) There shall be a Rules Advisory Committee.
- (b) Each Zone shall nominate one person to be a member of the Rules Advisory Committee.
- (c) In addition to the members nominated by each Zone, the Rules Advisory Committee may co-opt up to two additional persons with appropriate skills to be members of the Rules Advisory Committee, from time to time and for such periods as the Rules Advisory Committee thinks fit.
- (d) The members of the Rules Advisory Committee shall be appointed for a term of two years, with the appointments of each member of the Rules Advisory Committee expiring at the second Annual General Meeting following the making of the appointments.
- (e) A person ceases to be a member of the Rules Advisory Committee if the person:
  - (i) dies;
  - (ii) resigns their office by notice in writing to the Association; or
  - (iii) is removed from office by the Executive Council.
- (f) The Training Coordinator may attend meetings of the Rules Advisory Committee.
- (g) The functions of the Rules Advisory Committee are to research and consider proposed changes to competition rules, to seek feedback from Members, to make decisions regarding competition rules and to report on its activities and decisions to the Executive Council.

## **9. RECORDS AND ACCOUNTS**

### **9.1 Accountsto be Kept and Distributed**

- (a) The Association must keep such accounting records as correctly record and explain the transactions and financial position of the Association.
- (b) The Directors will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.
- (c) The Association must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Association, as the Act and associated regulations (including the *Associations Incorporation Regulations 2008* (SA)) may require.

### **9.2 Transaction Accounts**

- (a) The Association shall open and keep at least one transaction account as the Executive Council may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Association.
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Executive Council for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Executive Council.

### 9.3 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) The auditor should be appointed at the first meeting of the Executive Council following the AGM or, if that is not practicable, as soon as reasonably practicable thereafter.
- (c) The following people may not be appointed as an auditor:
  - (i) an officer of the Association, including a Director (and any partners, employers or employees of officers); or
  - (ii) an employee of the Association (and any partners, employers or employees of employees).
- (d) The auditor may be removed by the Directors.
- (e) The auditor has a right of access at all reasonable times to the accounting records and other records of the Association and is entitled to require from any officer of the Association such information and explanations as they desire for the purpose of an audit.
- (f) The auditor must provide the Executive Council with reports that comply with the Act with sufficient time for the Executive Council to lay such material before the Members as and when required (including for the Annual General Meeting).
- (g) The reasonable fees and expenses of the auditor are payable by the Association.

### 9.4 Application of Income

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
  - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
  - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- (c) Nothing in **clauses 9.4(a)** or **9.4(b)** shall prevent payment to any Member for:
  - (i) any services actually rendered to the Association whether as an employee, Director or otherwise; or
  - (ii) goods supplied to the Association in the ordinary and usual course of operation;
  - (iii) interest on money borrowed from any Member;
  - (iv) rent for premises demised or let by any Member to the Association; or
  - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

## **10. BORROWING AND LENDING MONEY**

### **10.1 Conditions in relation to Borrowing Money**

The Executive Council may cause the Association to borrow a sum or sums of money, as determined by the Executive Council.

### **10.2 Lending Money to Member Clubs**

- (a) The Executive Council shall have the power to cause the Association to advance by way of loan upon such terms and conditions as it may think fit a sum or sums, not exceeding \$2,500 in aggregate to any Member Club, providing that the Member Club has, in the opinion of the Executive Council, sufficient assets or income to ensure that the Member Club will be able to discharge its indebtedness at or before the due date agreed for repayment.
- (b) A Member Club to whom the Executive Council is considering making a loan in accordance with this **clause 10.2** shall provide such information as the Executive Council may reasonably require for the purposes of the loan.

## **11. ADMINISTRATION**

### **11.1 Winding Up**

The Association may be wound up in accordance with the Act.

### **11.2 Distribution of Assets and Property on Winding Up**

- (a) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Association.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Association by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

### **11.3 Amendment of Constitution**

- (a) This Constitution shall not be amended except by resolution, passed at a General Meeting by not less than two thirds of the Club Delegates present and entitled to vote.
- (b) Particulars of any proposed alteration to this Constitution must be set out in full in, or in a document accompanying, either of both of the notice of the General Meeting given in accordance with **clause 7.3(a)** or the notice of the agenda for the General Meeting given in accordance with **clause 7.3(d)**.

### **11.4 By-Laws**

#### **(a) Executive Council to Formulate By-Laws**

The Executive Council may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association in South

Australia as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution and any policy directives of the Executive Council.

(b) **By-Laws Binding**

All By-Laws are binding on the Association and all Members.

(c) **Bulletins Binding on Member Clubs**

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Member Clubs by means of bulletins approved by the Executive Council and prepared and issued by the President. Member Clubs shall take reasonable steps to distribute information in the bulletins to their Individual Members. The matters in the bulletins are binding on all Members.

**11.5 Notice**

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail (email) to the Member's registered address or facsimile number or email address. Notices to Delegates will be sent to the last notified address, facsimile number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.
- (e) Notices given to the Association are subject to **clauses 11.5(a), (b), (c) and (d)**.

**11.6 Indemnity**

- (a) Every Director of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director in defending any proceedings, whether civil or criminal.
- (b) The Association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of the Association
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

**11.7 Authority to Trade**

The Association is authorised to trade in accordance with the Act.

## 11.8 Transitional Provisions

### (a) Continuing Membership

- (i) Each Member Club that is a Member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as a Member Club.
- (ii) Each other person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Executive Council, is the category most appropriate for that Member.

### (b) Terms of Directors and Other Officers Taken to Commence upon Adoption of Constitution

- (i) All persons who are Directors or officeholders of the Association at the time when this Constitution is adopted shall continue in their respective offices.
- (ii) In each case, but subject to **clause 11.8(b)(iii)**, for the purpose of determining when their appointment shall end in accordance with this Constitution, the appointment of each Director or officeholder shall be taken to have commenced at the time when this Constitution is adopted.
- (iii) In the case of the Vice-Presidents, subject to provisions in this Constitution relating to early retirement or removal of Directors, one Vice President shall serve for a term of two years from the commencement of this Constitution and the other Vice-President shall serve for a term of one year from the commencement of this Constitution. The sequence of retirements of the persons holding the offices of Vice-Presidents under **clause 8.10(b)** shall be determined by the Executive Council, taking into account that the intention of that clause is to ensure rotational and staggered terms, so that the longest-serving Vice President should retire first.

### (c) Existing By-Laws, etc, Continue to Apply

All rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.

### (d) Executive Council to Have Power to Make Additional Provision for Transition to New Constitution

The Executive Council may make any decision or prescribe any rule, not inconsistent with this **clause 11.8**, that the Executive Council considers necessary or convenient to facilitate the application of this Constitution and the transition from the previous constitution of the Association to this Constitution.

## Constitution Version Control

Date	Clauses amended	Description of change	General Meeting
			Date
xx/xx/20xx	Entire Constitution		Xx/xx/20xx