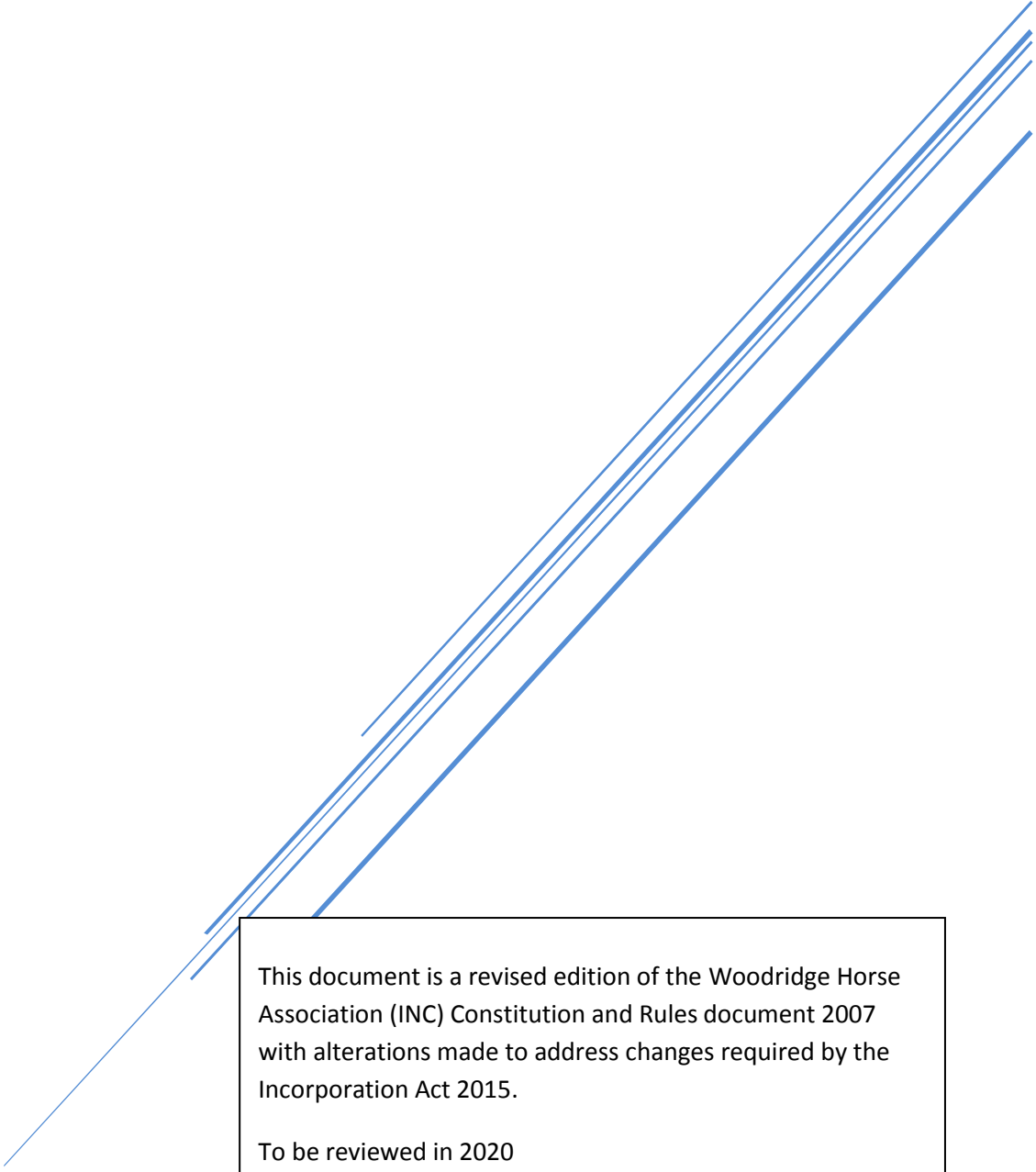


# **Woodridge Horse Association (Inc.)**

## **CONSTITUTION AND RULES 2019**



This document is a revised edition of the Woodridge Horse Association (INC) Constitution and Rules document 2007 with alterations made to address changes required by the Incorporation Act 2015.

To be reviewed in 2020

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## PART 1 — PRELIMINARY

### 1. Definitions and Interpretation

#### 1.1. Definitions

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**Association** means the Woodridge Horse Association Incorporated Association to which these rules apply;

**Books**, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

**By laws** means by-laws made by the Association under rule 63;

**Chairperson** means the Committee member who chairs any meeting of the Association;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Committee** means the management Committee of the Association;

**Committee meeting** means a meeting of the Committee;

**Committee member** means a member of the Committee including Office Holders and General Committee members;

**Dispute Committee** has the meaning given in rule 19(1);

**Financial records** includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
  - (i) the methods by which financial statements are prepared; and
  - (ii) adjustments to be made in preparing financial statements;

**Financial report**, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

**Financial statements** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

**Financial year**, of the Association, has the meaning given in rule 59(3);

**General Committee member** means a Committee member who is not an office holder of the Association under rule 23

**General meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

**Member** means a person who is a member under rule 4 (1);

**Office holders means -**

- (a) the President;
- (b) the Vice President;
- (c) the Secretary; and
- (d) the Treasurer, of the Association.

**President** means the Committee member holding office as the President of the Association;

**Register of members** means the register of members referred to in section 53 of the Act;

**Rules** means these rules of the Association, as in force for the time being;

**Secretary** means the Committee member holding office as the Secretary of the Association;

**Special general meeting** means a general meeting of the Association other than the Annual General Meeting;

**Special resolution** means a resolution passed -

- (a) at a General Meeting of the Association;
- (b) by not less than 75% of the Members who cast a vote at the meeting; and
- (c) in accordance with section 51 of the Act;

**Subcommittee** means a subcommittee appointed by the Committee under rule 45;

**Tier 1 association** means an incorporated association to which section 64(1) of the Act applies;

**Treasurer** means the Committee member holding office as the Treasurer of the Association.

**Voting member** means any member of the Association over the age of 15 years.

## 1.2 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 or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons includes corporations (where applicable);
- (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); and
- (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.

## 1.3 Severance

If any Rule of this Constitution or any phrase contained therein is held to be 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.

## 1.4 Compliance with the Act

This Constitution is subject to the Act and the Act shall prevail over any Rule in this Constitution to the extent of any inconsistency.

## PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

### 2. Not-for-profit body

- (1) The name of the Association is the 'Woodridge Horse Association Inc.' hereinafter designated.
- (2) The objects or purposes for which the association is established shall be -
  - (a) to encourage people to ride and to learn to enjoy all kinds of sport connected with horses and riding;
  - (b) to provide instructions in riding and horse mastership and to instil in members the proper care for their animals and gear;
  - (c) to promote the highest ideals of sportsmanship, citizenship and loyalty, thereby cultivating strength of character and self-discipline;
  - (d) to hold equestrian sports for young people who are eligible for association membership;
  - (e) 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; and
  - (f) at all times act on behalf of, and in the interest of, the Members of the Association.
- (3) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (4) A payment may be made to a member out of the funds of the Association only if it is authorised under sub rule (3).
- (5) A payment to a member out of the funds of the Association is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; and
  - (e) the payment must be authorised by resolution of the Committee.
- (6) Any payment to a Committee member from the Association's funds shall only occur if the payment is authorised as a resolution of the Association.

### 3. Powers of the Association

- (1) Subject to the Act and this Constitution, the Association may do all things necessary or convenient for carrying out its objects, and in particular may -
  - (a) acquire, hold, deal with and dispose of real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money in any manner authorised by the rules of the Association;
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;
  - (g) enter into any other contract it considers necessary or desirable; and
  - (h) act as trustee and accept and hold real or personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.

## PART 3 — MEMBERS

*Act Requirements - Membership - Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.*

*Act Requirements – Liabilities of the association - Under section 19 of the Act a member of the management Committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.*

*Guidance Note – Liability of Members - A member is only liable for their own outstanding membership fees (if any) payable under rule 12.*

### Division 1 — Membership

#### 4. Eligibility for Membership

- (1) Any person who supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 15 years is eligible to apply for a category of membership but does not have full voting rights.

*Guidance Note – Eligibility for membership*

- *The by-laws may require members to hold specified educational, trade or professional qualifications.*
- *The association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.*

#### 5. Applying for Membership

Any person who wishes to become a Member must apply to the Association in accordance with the procedures set down by the Association.

#### 6. Dealing with Membership Applications

- (1) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application at the next meeting following receipt of such application.
- (2) Subject to sub rule (3), the Committee must consider applications in the order in which they are received by the Association.
- (3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee must not accept an application unless the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (5) The Committee may reject an application even if the applicant —
  - (a) is eligible under rule 4; and
  - (b) has applied under rule 5.
- (6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.



## 7. Becoming a Member

An applicant for membership of the Association becomes a member when —

- (a) the Committee accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 12.

*Guidance Note – Becoming a member - The applicant immediately becomes a member, when rule 7 has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.*

*Act requirement – Member to receive rules – section 36(1)(b) of the Act provides that the association must give each person who become a member of the association of copy of the rules in force at the time their membership commences.*

*Guidance note – Format of rules provided - It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website whether the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.*

## 8. Categories of Members

- (1) The Association may have any category of membership approved by resolution at a general meeting, and shall comprise any combination of -
  - (a) Riding members;
  - (b) Associate Riding members;
  - (c) Non Riding members;
  - (d) Adult Supporter/Mounted;
  - (e) Club Coach/Mounted;
  - (f) Affiliate Riding members;
  - (g) Honorary Life members; and
  - (h) such new or other categories of members as may be established by the Committee.
- (2) Age limitations of members provided for under sub rule 1 shall be limited by the Committee having regard to all safety matters determined.
- (3) All Association members are entitled to receive notice of and to attend any general meeting of the Association.
- (4) The number of members of any category is not limited unless otherwise approved by resolution at a general meeting.
- (5) Honorary life membership shall be granted only to individuals who have given outstanding service to the Association
  - (a) the Committee may recommend to the Members at any annual general meeting;
  - (b) the appointment of a Life Member is subject to a Special Resolution to be passed at an annual general meeting of the Association;
  - (c) a person, appointed as a Life Member must accept or reject the appointment; and
  - (d) upon receipt of acceptance, the Association shall enter that person's details into the Register and from the time of entry the person shall be a Life Member of the Association.
- (6) All members are entitled to receive notice of and to attend any general meeting of the Association.

## 9. When Membership Ceases

- (1) A person ceases to be a member when any of the following takes place —
  - (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, the body corporate is wound up;
  - (c) the person resigns from the Association under rule 10;
  - (d) the person is expelled from the Association under rule 15;
  - (e) the person ceases to be a member under rule 12(4).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## 10. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect —
  - (a) when the Secretary receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- (5) A person who has resigned from membership of the Association is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

## 11. Rights not Transferable

The rights of a member are not transferable and end when membership ceases.

## Division 2 — Membership fees

### 12. Membership Fees

- (1) The Committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (2) The fees determined under sub rule (1) may be different for different categories of membership.
- (3) A member must pay the annual membership fee to the Treasurer, or another person authorised by the Committee to accept payments, by the date (the **due date**) determined by the Committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
  - (a) the Committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## Division 3 — Register of members

### 13. Register of Members

- (1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to keep and maintain the register of members and record -
  - (a) the name and residential, postal or email address of each member; and
  - (b) the categories of membership of each member (if applicable).
- (2) Any changes to the information contained in the Register must be recorded by the Association within 28 days after the change occurs.
- (3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If —
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

## PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### Division 1 — Term used

#### 14. Term used - member

In this Part —

**member**, in relation to a member who is expelled from the Association, includes former member.

### Division 2 — Disciplinary action

#### 15. Suspension or Expulsion

- (1) The Committee may decide to suspend a member's membership or to expel a member from the Association if —
  - (a) the member contravenes any of these rules; or
  - (b) the member acts detrimentally to the interests of the Association.
- (2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Committee Meeting at which the proposal is to be considered by the Committee.
- (3) The notice given to the member must state —
  - (a) when and where the Committee meeting is to be held; and
  - (b) the grounds on which the proposed suspension or expulsion is based; and
  - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion;
- (4) At the Committee meeting, the Committee must —
  - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
  - (b) give due consideration to any submissions so made; and
  - (c) decide —
    - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - (ii) whether or not to expel the member from the Association.
- (5) A decision voted by two thirds of the Committee present at this meeting to suspend the member's membership or to expel the member from the Association shall take immediate effect.
- (6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub rule (6), give written notice to the Secretary to initiate the dispute resolution procedure under rule 19 by giving a written notice to the President.

#### 16. Consequences of Suspension

- (1) During the period a member's membership is suspended, the member —
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

## Division 3 — Resolving disputes

### 17. Terms used

In this Division —

***grievance procedure*** means the procedures set out in this Division;

***party to a dispute*** includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

### 18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

### 19. Dispute Committee

- (1) The Committee shall establish a Committee responsible for the administration of the dispute resolution procedure in accordance with this Constitution and any other applicable policies of the Association from time to time (the Dispute Committee).
- (2) The composition of the Dispute Committee shall be determined by the Committee, in its sole discretion, provided always that the Dispute Committee shall consist of at least three people and may include members or appropriately qualified or experienced persons who are not members.

### 20. Dispute Procedure

- (1) In the event of a dispute between a member or members and the Association, the parties to the dispute will follow the procedure in sub rule 2.
- (2) In the event of a dispute between a member and another member or members, the parties to the dispute must attempt to resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute within the period specified in sub rule 2, either party may initiate the dispute resolution procedure by giving a written notice to the President identifying the parties to the dispute and the subject of the dispute.
- (4) Within 28 days of receipt of notice under sub rule 3 the President must refer the dispute to the Dispute Committee.
- (5) Following referral under sub rule 4, the Dispute Committee must -
  - (a) convene a meeting to determine the dispute using any medium by which each of the participants can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication);
  - (b) give all parties at least 14 days' written notice of the date, time and place of the meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means) and make oral or written submissions (or both);
  - (c) at the meeting, give each party to the dispute, or the party's representative, a full and fair opportunity to make oral or written submissions; and
  - (d) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (6) Written notice of the Dispute Committee's decision must be given to all parties to the dispute within 14 days after the meeting referred to in sub rule 5(a)
- (7) Following the Dispute Committee's decision, any party to the dispute may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

## PART 5 — COMMITTEE

### Division 1 — Powers of Committee

#### 21. Committee

- (1) The Committee members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- (4) The Committee shall be the sole authority for the interpretation of the constitution and rules of the Association.

#### **Act Requirements – Persons who are not to be members of Committee**

*Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:*

- *a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;*
- *a person who has been convicted, within or outside the State, of-*
  - *an indictable offence in relation to the promotion, formation or management of a body corporate; or*
  - *an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or*
  - *an offence under Part 4 Division 3 or section 127 of the Act*

*Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.*

### Division 2 — Composition of Committee and duties of members

#### 22. Committee Members

- (1) The Committee members consist of —
  - (a) the office holders of the Association; and
  - (b) at least three and no more than ten Committee members.
- (2) The Committee must determine the maximum number of members who may be Committee members.
- (3) The following are the office holders of the Association —
  - (a) the President;
  - (b) the Vice President;
  - (c) the Secretary;
  - (d) the Treasurer.
- (4) A person may be a Committee member if the person is —
  - (a) an individual who has reached 18 years of age; and
  - (b) a member.
- (5) The Committee may appoint the Club Chief Coach as -
  - (a) an Office Holder; or
  - (b) a Committee member.
- (6) The Committee may appoint a riding member to the Committee as a Junior Committee representative (or similar).
- (7) The Association may combine the office of Secretary and Treasurer as long as both roles are not signatory roles.

## 23. Responsibilities of Committee Members

- (1) A Committee member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person -
  - (a) were an officer of the Association in the Association's circumstances; and
  - (b) occupied the office held by, and had the same responsibilities within the Association as, the Committee member.
- (2) A Committee member must exercise his or her powers and discharge his or her duties -
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (3) A Committee member must not improperly use his or her position to -
  - (a) gain an advantage for the officer or another person; or
  - (b) cause detriment to the Association.
- (4) A person who obtains information because the person is, or has been, a Committee member of the association must not improperly use the information to -
  - (a) gain an advantage for the person or another person; or
  - (b) cause detriment to the Association.

## 24. President and Vice President

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in these rules.
- (3) The President otherwise excused shall attend all meetings of the Association and preside at all general and Committee meetings.
- (4) The President shall order the conduct of and direct all business in an unbiased and proper manner.
- (5) The President with, Committee support, shall ensure the Association upholds the constitution and Association laws.
- (6) The Vice President shall fulfil the normal duties and roles of the President in his/her absence.

## 25. Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Committee meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Committee.

## 26. Treasurer

The Treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) present at each General and Committee meeting of the Association a summarised statement of revenue and expenditure since the previous meeting and at the annual general meeting a balance and loss sheet;
- (i) compiling and issue balance sheet and statement of revenue and expenditure duly audited by the honorary auditor at the first meeting following the audit; and
- (j) carrying out any other duty given to the Treasurer under these rules or by the Committee.

## Division 3 — Elections and tenure of office

### 27. How Members become Committee Members

A member becomes a Committee member if the member —

- (a) is elected to the Committee at a general meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 33; and
- (c) is a member or intends to become a member.

### 28. Nomination of Committee Members

- (1) At least 28 days before an annual general meeting, the Secretary must send written notice to all the members —
  - (a) calling for nominations for election to the Committee; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Committee at the annual general meeting may nominate for election by providing written or verbal notification of the nomination to the Secretary or Committee at least 14 days before the annual general meeting or on the day of the annual general meeting.
- (3) The Secretary shall create a written notice in response to a verbal nomination and shall include the specified position, name and date verbal notice was given.
- (4) A member may nominate for one specified position of office holder of the Association or to be an Committee member.

### 29. Elections

- (1) At the annual general meeting, the Association must decide by resolution the number of Committee members (if any) to hold office for the next year.
- (2) A person who is eligible for election or re-election under this rule may be -
  - (a) nominated by another member and agree to that nomination; or
  - (b) propose or second himself or herself for election or re-election.
- (3) A person may vote in respect of his or her own election.
- (4) If the number of nominations received for election to the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then, if approved by the majority of members entitled to vote, those nominated shall be declared elected.



- (5) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under sub rule 4 the positions will be deemed casual vacancies under Rule 33.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot by the simple majority method shall be taken to decide who shall hold office.
- (7) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (8) Each member present at the meeting may vote for one member who has nominated for the position.
- (9) On the member's election, the new President of the Association may take over as the chairperson of the meeting.

### **30. Term of Office**

- (1) The term of office of a Committee member begins when the member —
  - (a) is elected at an annual general meeting or under sub rule 31(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 33.
- (2) Subject to rule 30, a Committee member holds office until the positions on the Committee are declared vacant at the next annual general meeting.
- (3) A Committee member may be re-elected.

### **31. Resignation and Removal from Office**

- (1) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect —
  - (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
  - (a) remove a Committee member from office; and
  - (b) elect a member who is eligible under rule 22(4) to fill the vacant position.
- (4) A Committee member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- (5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **32. When Membership of Committee Ceases**

- (1) A person ceases to be a Committee member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the Committee or is removed from office under rule 31; or
  - (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
  - (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
  - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (2) Where a person ceases to be a member of the association's Committee that person, as soon as practicable after their membership ceases, shall deliver to a member of the Committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

### 33. Filling Casual Vacancies

- (1) The Committee may appoint a member who is eligible under rule 22(4) to fill a position on the Committee that —
  - (a) has become vacant under rule 32; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 31(3)(b).
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 22(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 41, the Committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Committee members than required for a quorum under rule 41, the Committee may act only for the purpose of —
  - (a) appointing Committee members under this rule; or
  - (b) convening a general meeting.

### 34. Validity of Acts

The acts of a Committee or subcommittee, or of a Committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a subcommittee.

### 35. Payments to Committee Members

- (1) In this rule —  
**Committee member** includes a member of a subcommittee;  
**Committee meeting** includes a meeting of a subcommittee.
- (2) Any payments to Committee members out of the funds of the Association must either be authorised in accordance with rule 2(5) or by resolution of the members at a General Meeting (as applicable).

## Division 4 — Committee meetings

### 36. Committee Meetings

- (1) The Committee must meet at least 3 times in each year on the dates and at the times and places determined by the Committee.
- (2) The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the annual general meeting at which the Committee members are elected.
- (3) Special Committee meetings may be convened by the President or any 2 Committee members.

### 37. Notice of Committee Meetings

- (1) Notice of each Committee meeting must be given to each Committee member at least 7 days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.
- (5) All notices, including notices of General Meeting, may be given by the Association to any member by -
  - (a) serving it on the member personally;
  - (b) sending it by post to the member's nominated address;
  - (c) sending it by email to an email address nominated by the member, or by any other electronic means nominated by the member; or
  - (d) giving it by any other means permitted or contemplated by the Act.

- (6) A notice is deemed to be given by the Association and received by the member -
  - (a) if delivered in person, when delivered to the member;
  - (b) if posted, one business day after the date of posting to the member; or
  - (c) if sent by email or other electronic means, on the day after the date of its transmission, but if the delivery or receipt is on a day which is not a business day or is after 5.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next business day.

### **38. Procedure and Order of Business**

- (1) The President or, in the President's absence, the Vice President must preside as chairperson of each Committee meeting.
- (2) If the President and Vice President are absent or are unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- (5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- (6) A person invited under sub rule (5) to attend a Committee meeting —
  - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

### **39. Conflict of Interest**

- (1) A Committee member shall declare his or her interest as soon as he or she becomes aware of that interest, in any of the following matters -
  - (a) contractual;
  - (b) selection;
  - (c) disciplinary; or
  - (d) financialin which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.
- (2) If the Committee member votes on any matter in which he or she has a conflict of interest the vote shall not be counted.
- (3) In the event of any uncertainty as to whether it is necessary for a Committee member to absent himself or herself from discussions and refrain from voting due to a conflict of interest, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.
- (4) The existence and nature of the interest must be declared by the Committee member at the earlier of the first Committee Meeting or General Meeting -
  - (a) at which the relevant matter is taken into consideration; or
  - (b) following the acquisition of such interest in such matter.
- (5) All disclosed interests must also be disclosed to the members at each annual general meeting of the Association in accordance with the Act and recorded in the minutes of the meeting at which the disclosure is made.

#### 40. Meetings by Telecommunications

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case

- (a) the participating Committee members are taken to be present at the Committee Meeting for the purposes of rule 41;
- (b) the Committee Meeting is taken to be held at the location where the Chairperson of the meeting is; and
- (c) all proceedings of the Committee conducted in accordance with this rule are valid and effective as if conducted at a Committee Meeting at which all the Committee members were present in person.

#### 41. Quorum for Committee Meetings

- (1) Subject to rule 33(4), no business is to be conducted at a Committee meeting unless a quorum is present.
  - (a) At a Committee meeting a quorum 50% of Committee members is required to conduct business.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub rule (2)(b); and
  - (b) at least 2 Committee members are present at the meeting,those members present are taken to constitute a quorum.

#### 42. Voting at Committee Meetings

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

#### 43. Resolutions not in a Committee Meeting

- (1) The Committee may pass a resolution without a Committee Meeting being held if all the Committee members entitled to vote on the resolution -
  - (a) confirm by email, text message or any other method of communication approved by the Committee that they are in favour of the written resolution, in accordance with any policies adopted by the Committee for this purpose; or
  - (b) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the written resolution set out in the document.
- (2) The resolution is passed when the last Committee member confirms their approval of the resolution and this confirmation is duly recorded against the written resolution.

#### 44. Minutes of Committee Meetings

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting under rule 38(5);
  - (c) the business considered at the meeting;
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.

- (3) The minutes of a Committee meeting must be entered in the Association's minute book within 14 days after the meeting is held.
- (4) The President must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any appointment purportedly made at the meeting was validly made.

## Division 5 — Subcommittees and subsidiary offices

### 45. Subcommittees and Subsidiary Offices

- (1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the Committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

### 46. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —

***non-delegable duty*** means a duty imposed on the Committee by the Act or another written law.
- (2) The Committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
  - (a) the power to delegate; and
  - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- (7) The Committee may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS OF ASSOCIATION

### 47. Annual General Meeting

- (1) The Association must hold an annual general meeting once in each calendar year and no later than six months after the end of the Financial Year, except where the Commissioner has allowed a longer period under the Act.
- (2) The Committee must determine the date, time and place of the Annual General Meeting each year.
- (3) The business of the Annual General Meeting is as follows —
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider —
    - (i) the Committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
    - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report (as applicable);
  - (c) to elect the office holders of the Association and other Committee members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
  - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### 48. Special General Meetings

- (1) The Committee may convene a special general meeting.
- (2) The Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
  - (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- (4) The special general meeting must be convened within one calendar month after notice is given under sub rule (3)(a) and at such time and place as determined by the President and Secretary.
- (5) If the Committee does not convene a special general meeting within that 30 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5) —
  - (a) must be held within 2 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

## 49. Notice of General Meetings

- (1) The Secretary or, in the case of a special general meeting convened under rule 48(5), the members convening the meeting, must give to each member —
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
  - (a) specify the date, time and place of the meeting as determined by the Secretary and President; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Committee under rule 28(2); and
  - (d) if a special resolution is proposed —
    - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - (ii) state that the resolution is intended to be proposed as a special resolution.

Note for this paragraph -

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

## 50. Proxies

The Association shall not use proxy votes

## 51. Use of Technology to be present at General Meetings

- (1) The Committee may determine that a General Meeting may be held using any medium by which each of the members present can simultaneously hear all other participants (including telephone, video conferencing and any other means of instant communication) and in that case -
  - (a) the participating members are taken to be present at that General Meeting for the purposes of rule 55;
  - (b) the General Meeting is taken to be held at the location where the Chairperson of the General Meeting is; and
  - (c) all proceedings of the Association conducted in accordance with this rule are valid and effective as if conducted at a General Meeting at which all of the members were present in person.

## 52. Presiding Member and Quorum for General Meetings

- (1) The President or, in the President's absence, the Vice President must preside as chairperson of each general meeting.
- (2) If the President and Vice President are absent or are unwilling to act as chairperson of a general meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
  - (a) at a general meeting of members a quorum will consist of all Officeholders and three (3) members.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) in the case of a special general meeting — the meeting lapses; or
  - (b) in the case of the annual general meeting — the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (4)(b); and at least 2 members and all Committee members are present at the meeting, those members present are taken to constitute a quorum.

### 53. Adjournment of General Meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned —
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 49.

### 54. Voting at General Meeting

- (1) Each Voting member has one vote on each resolution to be considered at a General Meeting.
- (2) On any question arising at a general meeting —
  - (a) subject to sub rule (6), each member has one vote unless the member may also vote on behalf of a body corporate under sub rule (2); and
  - (b) members may vote personally.
- (3) A member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
- (4) A copy of the document by which the appointment is made must be given to the Secretary before any general meeting to which the appointment applies.
- (5) The appointment has effect until —
  - (a) the end of any general meeting to which the appointment applies; or
  - (b) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.
- (6) Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
- (7) If votes are divided equally on a question, the President of the meeting has a second or casting vote.
- (8) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (9) For a person to be eligible to vote at a general meeting as an member, or on behalf of an member that is a body corporate under sub rule (2), the member —
  - (a) must have been an member at the time notice of the meeting was given under rule 49;
  - (b) must have paid any fee or other money payable to the Association by the member and
  - (c) must be over the age of 15.

### 55. When Special Resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the Association with another body; or
  - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

#### Note for this rule -

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—

- (a) to adopt these model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));



- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

## 56. Determining whether resolution carried

- (1) In this rule —

**poll** means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to sub rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person or by proxy —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 57. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, as referred to in rule 47(3)(b)(ii) or (iii); and
  - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 47(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute book within 14 days after the meeting is held.
- (5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by —
  - (a) the President of the meeting; or
  - (b) the President of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
  - (a) the meeting to which the minutes relate was duly convened and held; and
  - (b) the matters recorded as having taken place at the meeting took place as recorded; and
  - (c) any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### 58. Source of Funds

The income and property of the Association shall be derived from such sources as the Committee determines from time to time in accordance with this Constitution and the by-laws of the Association.

### 59. Financial Year

- (1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.
- (3) The Association's financial year will be the period of 12 months commencing on the last day of July and ending on the first day of June of each year.

### 60. Control of Funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) The funds of the Association are to be used to do -
  - (a) anything which it considers will advance or achieve the objects of the Association; and
  - (b) all other things that are incidental to carrying out those objects.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be authorised or signed off by —
  - (a) the Treasurer and President or Vice President;
  - (b) the Treasurer and any other appointed member authorised by the Committee.
- (6) All funds of the Association must be deposited into the Association's account within 7 working days after their receipt.
- (7) All credits and cheques payable to the Association shall be endorsed by the Treasurer, President or vice-President.

### 61. Financial Records

- (1) The Association must keep financial records that -
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair Financial Statements to be prepared in accordance with Division 3 of Part 5 of the Act.
- (2) The Association must retain its financial records for at least seven years after the transactions covered by the records are completed.
- (3) The Association must allow the Committee members and the auditor to inspect the financial records of the Association at all reasonable times.

## 62. Financial Reporting

- (1) For each financial year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association is met.
- (2) Without limiting sub rule (1), the Committee must cause the Association to -
  - (a) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
  - (b) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
  - (c) have its Financial Statements or Financial Report reviewed or audited (as applicable) if -
    - (i) it is required under the Act;
    - (ii) it is directed by the Commissioner;
    - (iii) the members pass a resolution requiring it; or
    - (iv) it is required as a condition of a funding arrangement, holding of a charitable collections license or otherwise at law; and
  - (d) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report, as applicable, on the Financial Statements or Financial Report to the annual general meeting.

## PART 8 — GENERAL MATTERS

### 63. By-laws

*Guidance Note – Status of By-laws - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.*

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
  - (a) provide for the rights and obligations that apply to any categories of membership approved under rule 8; and
  - (b) impose restrictions on the Committee's powers, including the power to dispose of the association's assets; and
  - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
  - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

### 64. Indemnity

- (1) Every Committee member will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Association shall indemnify its Committee members against all damages and losses (including legal costs) for which any such Committee member may be or become liable to any third party in consequence of any act or omission, except negligence, fraud or wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Association.

### 65. Executing Documents and Common Seal

- (1) the Association Common Seal shall have—
  - (a) the name of the Association in legible characters on the Common Seal; and
  - (b) a document may only be sealed with the Common Seal by the authority of the Committee of a simple majority, and in the presence of —
    - (i) any 2 such Committee members ( President, Secretary and Treasurer); orand each of them is to sign the document to attest that the document was sealed in their presence.
- (2) The Secretary must make a written record of each use of the Common Seal.
- (3) The Common Seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

## 66. Giving Notices to Members

(1) In this rule —

**recorded** means recorded in the register of members.

- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
- (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or
  - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## 67. Custody of Books and Securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Committee.
- (4) The books of the Association must be retained for at least 7 years.

## 68. Record of Office Holders

The record of Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

### **Act Requirements – Record of office holders**

*Under section 58 of the Act an association must maintain a record of —*

- *the names and addresses of the persons who are members of its management Committee; or hold other offices of the association provided for by its rules;*
- *the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and*
- *the name and address of any person who is appointed or acts as trustee on behalf of the association.*

*Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.*

## 69. Inspection of Records and Documents

- (1) Subject to the Act and to this Constitution, the Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of members other than Committee members.
- (2) A member other than a Committee member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Committee or by the members in a General Meeting.
- (3) Sub rule (2) applies to a member who wants to inspect —
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
  - (c) any other record or document of the association.
- (4) The member must contact the Secretary to make the necessary arrangements for the inspection.
- (5) The inspection must be free of charge.

- (6) If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- (7) The member may make a copy of or take an extract from a record or document referred to in sub rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (8) The member must not use or disclose information in a record or document referred to in sub rule (1)(c) except for a purpose —
  - (a) that is directly connected with the affairs of the Association; or
  - (b) that is related to complying with a requirement of the Act.

## 70. Publication by Committee Members of Statements about Association Business prohibited

A Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Committee meeting unless —

- (a) the Committee member has been authorised to do so at a Committee meeting; and
- (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

## 71. Distribution of Surplus Property on Cancellation of Incorporation or Winding up

- (1) In this rule —

**surplus property**, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
  - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
- but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

### **Act Requirements – Distribution of surplus property**

*Under section 24(1) of the Act surplus property can only be distributed to one or more of the following —*

- *an incorporated association;*
- *a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;*
- *a company holding a licence that continues in force under the Corporations Act section 151;*
- *a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;*
- *a body corporate that —*
  - *is a member or former member of the incorporated association; and*
  - *at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;*
- *a trustee for a body corporate referred to in paragraph (e);*
- *a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.*

## 72. Alteration of Rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution carried out by a 75% majority with at least sixty percent (60%) of member's present and by otherwise complying with Part 3 Division 2 of the Act.
- (2) All members shall be notified in writing using the precise wording of any proposed alteration, addition or amendment to this Constitution at least twenty one (21) days prior to the meeting at which it is to be considered.
- (3) No alteration, addition or amendment shall be made to this Constitution which does not conform to the Association objectives and purpose.

Note for this rule -

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

**Guidance Note – Alteration of Rules.** *Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed.*

## 73. Property

- (1) No person or Club shall take from the Association premises any of the property of the Association without express approval from the Committee and without providing a written application which includes a valid reason for removing the property.
- (2) The Committee may charge a fee for use or removal of such property under sub rule (1).
- (3) Such loss or damage resulting from any breach of sub rule 1 shall be made good by the person concerned.
- (4) The Committee shall assess the amount to be paid by the person or Club and the assessment shall be final and conclusive.
- (5) The Association shall not be responsible for the loss or damage to any object whatsoever brought into the Association premises by any person/Club.

## 74. Endorsement

Any previous Constitutions of the Woodridge Horse Association Inc. are hereby rescinded.

## APPENDIX ONE

### Guidance Notes

Guidance Notes – *Information provided to the Commissioner under section 29(5)*

*This information is part of the rules of your association and must be attached to the copy of the rules provided to members.*

- A. The name of the Association is 'Woodridge Horse Association Inc.'
- B. The objects of the Association are –
- to encourage people to ride and to learn to enjoy all kinds of sport connected with horses and riding;
  - to provide instructions in riding and horse mastership and to instil in members the proper care for their animals and gear;
  - to promote the highest ideals of sportsmanship, citizenship and loyalty, thereby cultivating strength of character and self-discipline;
  - to hold equestrian sports for young people who are eligible for association membership;
  - 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; and
  - at all times act on behalf of, and in the interest of, the members of the Association.
- C. Any 7 members personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.
- D. Any 50% of Committee members constitute a quorum for the conduct of the business of a Committee meeting.
- E. The Association's financial year will be the period of 12 months commencing on last day of July and ending on the first day of June of each year.