

GIDGEGANNUP EQUESTRIAN ASSOCIATION (INC)

CONSTITUTION

1. NAME

The name shall be Gidgegannup Equestrian Association (Inc).

2. TERMS USED

In these rules, unless the contrary intention appears-

Act	means the Associations Incorporation Act 2015;
annual general meeting	is the meeting convened under 16 (1)(b);
Association	means the incorporated association to which these rules apply;
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 referred to in rule 10 (1);
committee meeting	means a meeting of the committee referred to in rule 15;
committee member	means a member of the committee referred rule 10 (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 2;
general meeting	means a meeting of the Association that all members are entitled to receive notice of and to attend referred to in rule 16;
member	means a member of the Association with the rights referred to in rule 5(1);
ordinary committee member	means a committee member who is not an office holder of the Association under rule 10(1)(e);
president	means the committee member holding office as the President of the Association referred to rule 10(1)(a);
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 referred to in paragraph 10(1)(c);
secret ballot	means voting conducted in written form (as opposed to a show of hands);
special general meeting	means a general meeting of the Association other than the annual general meeting;
special resolution	means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;
subcommittee	means a subcommittee appointed by the committee under rule 10(11);

<i>tier 1 association</i>	means an incorporated association to which section 64(1) of the Act applies;
<i>tier 2 association</i>	means an incorporated association to which section 64(2) of the Act applies;
<i>tier 3 association</i>	means an incorporated association to which section 64(3) of the Act applies;
<i>treasurer</i>	means the committee member holding office as the treasurer of the Association referred to in rule 10(1)(d);
<i>vice-president</i>	means the committee member holding office as the vice-president of the Association referred to in paragraph 10 (1)(b).

3. FINANCIAL YEAR

The financial year of the Association is the period of 12 months commencing 1st December to 30th November.

4. NOT-FOR-PROFIT BODY

- (1) The objects and purposes of the Association are-
 - (a) To encourage horse riding as a sport and recreation. To promote good fellowship among riders, and to improve and maintain the standard of riding and horsemanship.
 - (b) To provide instruction in riding and horsemanship, and to instil in members the proper care of their horses and gear.
 - (c) To promote the highest ideals of sportsmanship and to provide an opportunity for members to be involved in all kinds of equestrian activities and competition, both closed (i.e. for members only) and open (i.e. to involve members of the general equestrian community).
 - (d) To provide and maintain equipment for the use of the members of the Association.
 - (e) To endeavour to keep open and maintain facilities for equestrian activities.
 - (f) To encourage all members to be actively involved in the operation of the Association.
 - (g) To make rules, regulations and by-laws for the management of the Association's affairs.

- (2) The property and income of the Association shall 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 of the association, except in good faith in the promotion of those objects or purposes.

- (3) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (4).

- (4) 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 ordinary 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.

- (5) The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may —
 - (a) acquire, hold, deal with, and dispose of any real or personal property;

- (b) open and operate bank accounts;
- (c) invest its money -
 - i) as trust funds may be invested under the Trustees Act 1962 Part III; or
 - ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such 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;
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association; and
- (i) appoint in writing a delegate or delegates as its representatives to any other body or bodies. Such delegates shall consist of a member or members of the Association as the committee thinks fit and shall enjoy such powers and privileges as determined by the committee. The committee may, in writing, amend or revoke wholly or in part any delegation under this paragraph.

5. MEMBERSHIP OF THE ASSOCIATION

- (1) Membership categories shall be comprised of Full, Associate, Competition, Life and Social (non-riding) members, and-
 - (a) all membership be restricted to persons who are 18 years of age or over;
 - (b) Full, Associate and Life members have full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
 - (c) a Competition member is entitled to ride at unrestricted club events, such as (but not limited to) an Adult Riding Club Association (ARCA) interclub challenge, unofficial competition, or unrestricted clinic/training day. It does not entitle the member to ride at regular club rally days or other restricted club events as determined from time to time by the committee. The membership fee can be set by the committee for a one-off club event and/or for a defined number of unrestricted events in the Association year;
 - (d) Competition and Social members are not eligible for election to any committee or sub-committee of the Association, do not have the right to nominate a person for election to any committee, and cannot vote in person or by proxy at any meetings of the Association;
 - (e) a Life Member shall be nominated in writing to the Secretary of the Association and ratified by the committee at a committee meeting. It shall then be decided by a majority vote of not less than three-fourths (75%), by secret ballot, of members of the Association present at the next annual general meeting or special general meeting and entitled under the rules of the Association to vote and vote in person or by proxy. Life Membership shall be conferred on a member for special outstanding services to the Association, including a minimum 10 years of service as a committee member. Life Membership will convey no special privileges, with the exception that they shall not be required to pay annual subscription fees of the Association.
- (2) Any person who wishes to become a member must apply to the committee in writing on the membership application form provided by the Association and must specify in the application the class of membership to which the application relates, and pay the required annual or mid-year subscription fees as determined under rule 7 (1).
- (3) The committee should preferably consider each application made under sub-rule (2) at a committee meeting and then, where this is the case, at the committee meeting or the next committee meeting accept or reject that application. The committee shall have the right to reject

any application for membership and must communicate that rejection in writing to the person concerned as soon as practicable after making the decision.

- (4) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (5) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (6) When notice is given under sub-rule (5), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.
- (7) Each person who becomes a member of the association is entitled to a copy of the rules in force at the time their membership commences under section 36(1)(b) of the Act. 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 where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.
- (8) Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

6. REGISTER OF MEMBERS OF THE ASSOCIATION

- (1) The Secretary, or another person authorised by the committee, on behalf of the Association, must comply with section 53 of the Act to maintain the register of members, including each member's name, category of membership, their postal and/or residential addresses and other contact details (phone and/or email address). Any change to the register must be recorded within 28 days after the change occurs.
- (2) The register must be so kept and maintained in electronic form by the Secretary, and it is recommended a hard copy of this register be stored in a secure place in the Association's club rooms.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).
- (4) The Association must, at the request of a member, make the register of members available for inspection by the member under section 54(1) of the Act. A member who wishes to inspect the register of members must contact the secretary, or another person authorised by the committee, to make the necessary arrangements. Subject to sub-rule (5), a member inspecting the register of members may make a copy of, or take an extract from, the register but is not entitled to remove the register for that purpose.
- (5) A member who wishes to make a copy of, or take an extract from, the register of members will 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.
- (6) A member may in writing request the Association to provide the member with a copy of the register of members under section 56(1) of the Act.

- (7) A member who requests a copy of the register of members will provide a statutory declaration setting out the purpose for which the request is made and declaring that the purpose is connected with the affairs of the association. If a member requests that the Association provides them with a copy of the register, the committee may determine a reasonable charge for the cost of complying with this request under section 56(4) of the Act and require the person making the request to pay the charge to the Association.

7. SUBSCRIPTIONS OF MEMBERS OF THE ASSOCIATION

- (1) The committee may from time to time, by a majority vote of at least three-fourths (75%), at a committee meeting determine the amount of the annual subscription to be paid by each category of member referred to in rule 5(1).
- (2) Each member must pay to the Treasurer or the bank account of the Association, or another person authorised by the committee to accept payments, the amount of the subscription as determined under sub-rule (1). This must be done at the time of submission of a membership application form to the committee or such other date as the committee may determine upon a written request from an applicant for an extension of time.
- (3) Subject to sub-rule (4), a member whose subscription is not paid within 21 days after submission of a membership application form, or such other date as determined by the committee under sub-rule (2), ceases on the expiry of that period to be a member, unless the committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purpose of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 21 days thereafter, or such other time as the committee allows.
- (5) If mid-year membership is offered by the committee any new member who joins the club after 30th June shall be required to pay a membership fee for the remainder of that year of one half of the annual Full subscription.

8. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- (1) A person ceases to be a member of the Association when any of the following takes place -
- (a) the member dies;
 - (b) the person resigns from the Association under sub-rule (2);
 - (c) the person has not paid his or her subscription within 21 days of the date of submission of a membership application form, unless the committee decides otherwise in accordance with rule 7 (3).
 - (c) the person is expelled from the Association in accordance with rule 9.
- (2) A member may resign from membership of the Association by giving written notice of the resignation to the secretary or other committee member. The resignation takes effect when the written notice is received or 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. Any owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- (4) 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.

- (5) The rights of a member are not transferable and end when membership ceases.
- (6) Any member who for any reason whatsoever ceases to be a member of the Association, shall have no claim to or interest in the property or funds of the Association.

9. SUSPENSION OR EXPULSION OF MEMBERS OF THE ASSOCIATION

- (1) If the committee considers that a member should be suspended or expelled from the Association because they fail to observe the rules of the Association, or their conduct in any respect is derogatory to the character or prejudicial to the interests of the Association, 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.
- (2) The notice given to the member must state -
 - (a) when and where the committee meeting is to be held;
 - (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;
- (3) 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.
- (4) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (5) 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.
- (6) 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 (5), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (7) If notice is given under sub-rule (6), the member who gives the notice and the committee are the parties to the mediation.
- (8) During the period a member's membership is suspended, or if the member is expelled, 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.
- (9) When a member's membership is suspended, or if the member is expelled, the secretary must record in the register of members —
 - (a) that the member's membership is suspended or that the member is expelled;
 - (b) the date on which the suspension or expulsion takes effect; and

- (c) the period of the suspension or expulsion.
- (10) 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.
- (11) Any member who is suspended or expelled from the Association, or who shall for any other reason whatsoever cease to be a member, shall have no claim to or interest in the property or funds of the Association.

10. COMMITTEE OF MANGEMENT

- (1) Subject to sub-rule (11), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-
 - (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
 - (e) not less than 4 and not more than 8 other ordinary members.
- (2) Committee members must be elected to membership of the committee at an annual general meeting or appointed under sub-rule (10), and must be Full or Associate financial members or Life members of the Association. A person must not hold two or more of the executive offices (president, vice-president, secretary or treasurer) at the same time.
- (3) Subject to sub-rule (10), a committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the committee.
- (4) Except for nominees under sub-rule (9), a person is not eligible for election to membership of the committee unless a member has nominated him or her for election by delivering notice in writing of that nomination on the approved nomination form of the Association, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,to the Secretary prior to the commencement time on the day on which the annual general meeting concerned is to be held.
- (5) In lieu of signatures under sub-rule (4) the nominator may complete the nominee name(s) on the approved nomination form of the Association and email the form to the nominee(s) for acceptance who must then forward the email to the approved email address of the Association from their email account, with the statement in the subject or text of the email "Attention Secretary: I accept the attached nomination to the Committee", 24 hours prior to the commencement time on which the annual general meeting concerned is to be held.
- (6) A person who is eligible for election or re-election under this rule may –
 - (a) nominate himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the committee exceeds the number of vacancies in that membership to be filled, a secret ballot, by the simple majority method, shall be conducted at the annual general meeting to decide who shall be elected.

- (8) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the committee, at the annual general meeting concerned.
- (9) If vacancies remain on the committee after the declaration under sub-rule (8), additional nominations of committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the committee, elections for those positions must be conducted as per sub-rule (7).
- (10) If a vacancy remains on the committee after the application of sub-rule (9), or when a casual vacancy within the meaning of rule (14) occurs in the membership of the committee;
- (a) the committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - i) hold office until the election referred to in sub-rule (2); and
 - ii) be eligible for election to membership of the committee,at the next following annual general meeting.
- (11) To help the committee in the conduct of the Association's business, the committee may, in writing, appoint one or more subcommittees.
- (a) A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
 - (b) Subject to any directions given by the committee, a subcommittee may meet and conduct business as it considers appropriate
- (12) The committee may, in writing, delegate to one or more subcommittees the exercise of any power or the performance of any duty of the committee other than-
- (a) the power of delegation; and
 - (b) a non-delegable duty which is a duty imposed on the committee by the Act or another written law.
- (13) Any delegation under sub-rule (12) may be subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (14) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (15) Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the committee.
- (16) The committee may, in writing, amend or revoke wholly or in part, any delegation under sub-rule (12).
- (17) A committee member or member of a subcommittee is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
- (a) in attending a committee meeting or

- (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.
- (18) A payment may be made to a committee member or member of a subcommittee out of the funds of the Association only if it is authorised under rule 4(4).
- (19) 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.

11. PRESIDENT AND VICE-PRESIDENT

- (1) Subject to this rule, the President must preside over all general meetings and committee meetings.
- (2) In the event of the absence from a general meeting of-
- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a committee member elected by the other members present at the general meeting,
- must preside at the general meeting.
- (3) In the event of the absence from a committee meeting of-
- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President, a committee member elected by the other committee members present at the committee meeting,
- must preside at the committee meeting.
- (4) In addition to rule (1), other duties of the President and Vice-President include-
- (a) To consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.
 - (b) To liaise with the other clubs using the same grounds, known as the Gidgegannup Showgrounds.
 - (b) To liaise with the local shire on relevant matters.
 - (c) To be the spokesperson for the Association on such occasions as a spokesperson is required.
 - (d) To enforce the rules and regulations of the Association as laid down from time to time.

12. SECRETARY

The Secretary has the following duties -

- (1) co-ordinating the correspondence of the Association;
- (2) consulting with the President regarding the business to be conducted at each committee meeting and general meeting;
- (3) preparing the notices required for meetings and for the business to be conducted at meetings;
- (4) maintaining full and accurate minutes of committee meetings and general meetings (except when a Minute Recorder is appointed, then this will be their duty);

- (5) complying on behalf of the Association, unless another member is authorised by the committee to do so, with -
- (b) section 53 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (c) section 35 of the Act by keeping and maintaining an up-to-date copy of these rules;
 - (d) section 58 of the Act by maintaining a record of -
 - (i) the names and addresses (including email addresses where applicable) of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the committee and persons who are authorised to use the common seal of the Association under rule 24; and
 - (ii) the names and addresses (including email addresses where applicable) of any persons who are appointed or act as trustees on behalf of the Association,and must, upon the request of a member of the Association, make available the record for the inspection of the member and 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;
- (6) 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 and required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer, and which must be retained for at least 7 years;
- (7) performing any other duty given to the secretary under these rules or by the committee.

13. TREASURER

The Treasurer has the following duties -

- (1) open an account or accounts in the name of the Association with a financial institution from which expenditure of the Association is made and ensuring that any funds received by the Association are credited to the appropriate account of the Association, as directed by the committee;
- (2) be responsible for collecting any amounts payable to the Association and issuing receipts in the name of the Association for those amounts presented in the form of cash;
- (3) make payments from the funds of the Association with the authority the committee or a general meeting, and when required ensure that all cheques or direct debit payments are signed or authorised by at least two (2) committee members of which one (1) should preferably be the Treasurer;
- (4) subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association and 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;
- (5) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- (6) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association under sections 66 and 67 of the Act, including retaining financial records for at least 7 years after the transactions covered by the records are completed;
- (7) coordinating the preparation of the Association's financial statements, that give a true and fair view of the financial position and performance of the association in respect of the last financial year, before their submission to the Association's annual general meeting under sections 68 and 70 of the Act;
- (8) ensuring that the Association's financial statements for the financial year are reviewed or audited in accordance with Part 5 Division 5 of the Act before being submitted to the annual general meeting of the Association, if under section 69 of the Act —
 - (a) a majority of the members present at a general meeting of the Association pass a resolution to that effect; or
 - (b) the Association is directed by the Commissioner to do so.
- (9) whenever directed to do so by the President, submit to the committee a report, balance sheet or financial statement in accordance with that direction;
- (10) performing any other duty given to the secretary under these rules or by the committee.

14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a committee member and that office becomes vacant, if the committee member -

- (1) dies or otherwise ceases to be a member of the Association;
- (2) resigns from the committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President. 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) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
- (4) is convicted of an offence under the Act;
- (5) is permanently unable to act as a committee member due to mental or physical disability;
- (6) is absent from more than-
 - (a) 3 consecutive committee meetings; or
 - (b) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those committee meetings;

of which meetings the member received notice, and the committee has resolved to declare the office vacant;
- (7) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member ;

- (a) a committee member who is the subject of a proposed resolution under this rule may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members;
- (b) 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.

15. PROCEEDINGS OF COMMITTEE

- (1) The committee must meet together for the dispatch of business not less than 5 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 two committee members.
- (4) Notice of each committee meeting must be given to each committee member at least 24 hours before the time of the meeting, and that notice must state the date, time and place of the meeting and must set out the general nature of the business to be conducted at the meeting.
- (5) At a committee meeting 50% of committee members constitute a quorum.
- (6) Each committee member has one vote on any question arising at the meeting.
- (7) A question arising at a committee meeting must be decided by a majority of votes unless stated otherwise in these rules, but, if the votes are divided equally, the person presiding at the meeting has a second or casting vote.
- (8) 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.
- (9) If a secret ballot is needed, the person presiding at the meeting must decide how the ballot is to be conducted.
- (10) Subject to these rules, the procedure and order of business to be followed at a committee meeting must be determined by the committee members present at the committee meeting.
- (11) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (12) A person invited under sub-rule (11) 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.

- (13) As required under sections 42 and 43 of the Act, a committee member who has a material personal interest in any matter being considered at a committee meeting (except if that interest exists only because the member is an employee of the Association or is a member of a class of persons for whose benefit the Association is established), must-
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
 - (b) disclose the nature and extent of the interest at the next general meeting of the Association; and
 - (c) not be present while the matter is being considered at the meeting or vote on the matter.
- (14) The Secretary must cause every disclosure made under sub-rule (13) (a) by a member of the committee to be recorded in the minutes of the committee meeting at which it is made.

16. GENERAL MEETINGS

- (1) The Committee-
- (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
 - (c) must, within 28 days of receiving a request in writing to do so from not less than 20% of membership, convene a special general meeting for the purpose specified in that request; or
 - (d) must, after receiving a notice under rule 5(5), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the committee.
- (2) The members requiring a special general meeting to be convened in sub-rule (1)(c) must-
- (a) make the requirement by written notice to the committee; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (b) each sign the notice.
- (3) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3) —
- (a) must be held within 3 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.
- (5) The Association must reimburse any reasonable expenses incurred by the members convening and holding a special general meeting under sub-rule (3).
- (6) Subject to sub-rule (8), the committee (usually via the Secretary), or in the case of a special general meeting convened under sub-rule (3), the members convening the meeting, must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and

- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) Subject to sub-rule (8), the committee (usually via the Secretary) must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - i) 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;
 - ii) the consideration of the financial statements of the Association for the preceding financial year presented under Part 5 of the Act and any other reports of the committee;
 - iii) the election of office holders of the Association and other committee members; and
 - iv) any other business requiring consideration by the Association at the general meeting.
- (8) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the committee (usually via the Secretary) must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (6) or (7), as relevant, the notice must also
- (a) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (b) state that the resolution is intended to be proposed as a special resolution; and
 - (c) comply with rule 20(6)
- (9) The committee (usually via the Secretary) must give a notice under sub-rule (6), (7) or (8), or under rule 17(2)(b) by-
- (a) serving it on a member personally; or
 - (b) sending it by email or post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (10) When a notice is sent by post under sub-rule (9)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- (1) At a general meeting 10% of membership present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16(6) or 16(7)-
 - (a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to a time, date and venue determined by the President within a period of not more than 14 days of the general meeting. The new time, date and venue must be conveyed as soon as reasonably possible to all members of the Association as per rule 16(9).

- (3) If within 30 minutes of the time appointed by sub-rule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The person presiding over a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting or if so directed by those members, adjourn the meeting to another time at the same place or at another place. Without limiting this rule, 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.
- (5) No business may be conducted on the resumption of an adjourned general meeting other than the business that remained unfinished or on the agenda when the meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 14 days or more, the committee (usually via the Secretary) must give notice in accordance with rule 16 of the adjourned general meeting as if that meeting were a fresh general meeting.
- (7) On any question arising at a general meeting –
 - (a) subject to sub-rule (1)(c), each member has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) 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; and
 - (d) 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 either by a show of hands or by secret ballot in accordance with sub-rules (10) and (12). If votes are divided equally on a question, the person presiding at the meeting has a second or casting vote; and
 - (e) a special resolution put to the vote will be decided in accordance with section 51 of the Act, and, if a secret ballot is demanded, in accordance with sub-rules (10) and (12). Section 51(1) of the Act states that a resolution is a special resolution if it is passed –
 - i) at a general meeting of an incorporated association; and
 - ii) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.
- (8) A declaration by the person presiding over a general meeting that a resolution has been –
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) not carriedwill be evidence of that fact unless, during the general meeting at which the resolution is submitted, a secret ballot is demanded in accordance with sub-rule (10).
- (9) If the resolution is a special resolution, the declaration under sub-rule (8) must identify the resolution as a special resolution.

- (10) At a general meeting, a secret ballot may be demanded by the person presiding over the meeting or by two or more members present in person and, if so demanded, must be taken in such manner as the person presiding over the meeting directs.
- (11) If a secret ballot is demanded and taken under sub-rule (10) in respect of an ordinary resolution, a declaration by the person presiding over the meeting of the result of the secret ballot is evidence of the matter so declared.
- (12) A secret ballot demanded under sub-rule (10) must be taken immediately on that demand being made.
- (13) A declaration under sub-rules (8) to (11) 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.

18. MINUTES OF MEETINGS OF THE ASSOCIATION

- (1) The committee (usually via the Secretary) must ensure that minutes are taken and kept of all general meetings and committee meetings (in this rule called "the 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 15(11);
 - (c) the business considered at the meeting;
 - (d) any motion or resolution on which a vote is taken at the meeting and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the Secretary under rule 20(7); and
 - (c) the financial statements presented at the meeting, as referred to in rule 16(7)(b)(ii).
- (4) The minutes of a general meeting or committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The President must ensure that the minutes taken of a meeting under sub-rule (1) are reviewed and signed as correct by the person presiding over the meeting to which those minutes relate or by the person presiding over the next succeeding general meeting or committee meeting, as the case requires.
- (5) When the minutes of a meeting have been signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded;; and
 - (c) all appointments or elections purporting to have been made at the meeting were validly made.

19. VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

20. PROXIES OF MEMBERS OF THE ASSOCIATION

- (1) Subject to sub-rule (2), a member of the Association may appoint an individual who is a member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) A member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing on the approved Proxy form of the Association and signed by the member making the appointment. This authority will be revoked at the conclusion of that general meeting.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) Notice of a general meeting given to members under rule 16(6) or 16(7) must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (7) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (8) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

21. RULES OF THE ASSOCIATION

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, and by otherwise complying with Part 3 Division 2 of the Act as follows-
 - (a) Subject to sub-rule (1) (e) and (1) (f), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate in the approved form that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) The certificate under sub-rule (1)(b) must be signed by a member of the management committee of the Association.
 - (d) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
 - (e) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (d) are complied with and the approval of the Commissioner is given to the change of name;
 - (f) An alteration of the rules of the Association having 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, does not take effect until sub-rules (1) (a) to (1) (d) are complied with and the approval of the Commissioner is given to the alteration.

- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

22. DISPUTES

- (1) The grievance procedure set out in this rule applies to disputes —
 - (a) between members; or
 - (b) between one or members and the Association; or
 - (c) if the Association provides services to non-members, between those non-members who receive services from the Association, and the Association.
- (2) The parties to a dispute must attempt to resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule (2), any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (5) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party'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 dispute.
- (7) If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the secretary stating that the party —
 - (a) does not agree to the dispute being determined by the committee; and
 - (b) requests the appointment of a mediator under rule 23,the committee must not determine the dispute.
- (8) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (9) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

(10) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub-rule (8)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.

(11) If notice is given under sub-rule (10), each party to the dispute is a party to the mediation.

23. MEDIATION

(1) The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 9(6) — by agreement between the member and the committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule 22(7)(b) or 22(10)— by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of sub-rule (1)(a) or (1)(b), then, subject to sub-rules (3) and (4), the committee must appoint the mediator.

(3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- (a) a member under rule 9(6); or
- (b) a party to a dispute under rule 22(7)(b); or
- (c) a party to a dispute under rule 22(10) and the dispute is between one or more members and the Association.

(4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour of or against any party to the mediation.

(5) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(6) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

(7) In conducting the mediation, the mediator must —

- (a) give each party to the mediation every opportunity to be heard;
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(8) The mediator cannot determine the matter that is the subject of the mediation.

(9) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

(10) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

(11) If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 9(6); and
 - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with Section 182(1) of the Act or otherwise at law.

24. COMMON SEAL OF THE ASSOCIATION

- (1) The Association may have a common seal on which its corporate name appears in legible characters, however this is not mandatory.
- (2) The affixing of the common seal of the Association must be witnessed by –
 - (a) any two of the President, the Vice President, the Secretary, or the Treasurer.; or
 - (b) one of the above and one ordinary committee member.
- (3) In the absence of a common seal the signatories as per sub-rule (2) above will suffice.
- (4) The secretary must make a written record of each use of the common seal.
- (5) The common seal of the Association must be kept in the custody of the Secretary or other committee member authorised by the committee.

25. INSPECTION OF RECORDS AND DOCUMENTS OF THE ASSOCIATION

- (1) 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.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) 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.
- (5) Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in sub-rule (1)(a) and the record referred to in sub-rule (1)(b).
- (6) The member may not make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) and does not have a right to remove the record or document.

26. AFFILIATION

The Association may co-operate with, become a member of, or affiliate to any body or bodies having objects and purposes similar in whole or in part to its own objects and purposes, as decided by a majority vote at a committee meeting.

27. LIABILITY

Neither the Association nor any person acting on its behalf shall be held responsible for any accident, damage, injury or loss to members, horses, other persons or property at any events conducted by the Association, meetings, or at which any member may be representing the Association. All members of the Association must sign a Release and Waiver of Liability form provided by the Association.

28. INSURANCE

The Association shall maintain a Public Liability Insurance Policy to indemnify against legal liability of the Association.

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and purposes and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by special resolution of the members.