

# Constitution

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Rev.1

**NORTH EASTERN HORSE AND PONY CLUB**

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## 1. NAME OF THE CLUB

The name of the incorporated association is North Eastern Horse and Pony Club Inc (Club).

*Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.*

*Within the Act, the term 'association' is utilised to refer to the organisation that is incorporated. While that still applies, in a sport setting we are more used to calling them Clubs. Therefore, in this document the term 'association' has been replaced by the term 'Club'.*

*Any reference to 'association' will refer to a regional or district association or the state body and will be duly titled.*

*The name of the Club can be varied according to what the organisation requires.*

## 2. DEFINITIONS AND INTERPRETATIONS

### 2.1 Definitions

In this Constitution unless the context requires otherwise:

**Act** means the Victorian Associations Incorporation Reform Act (2012).

*This template is based on the requirements of the Victorian Associations Incorporation Reform Act (2012), which applies to incorporated associations registered in Victoria. If a Club is registered as a company or an incorporated association in another State or Territory, that Club may need to obtain its own advice about the applicability of this Constitution.*

**AGM or Annual General Meeting** means the annual General Meeting of the Club required to be held by the Club in each calendar year.

**Annual Subscription** means the annual fees payable by each category of Member as determined by the Committee under **clause 9(a)**.

**Appointed Committee Member** means a Committee Member appointed under clause 0.

**By-Laws** mean a by-law made under clause 0.

**Chair** means the person elected under clause **Error! Reference source not found..**

**Committee** means the body consisting of the Committee Members under clause 17.1.

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

**Committee Member** means a committee member of the Club and includes Elected Committee Members and Appointed Committee Members.

**Elected Committee Member** means a Committee Member of the Club elected under clause 18.

**Financial Year** means the year commencing 1 July in any calendar year.

*The Financial year can be varied to suit your Club.*

**General Meeting** means a general meeting of Members and includes the AGM and any Special General Meeting.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images

(including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

*It is important for a sporting organisation to recognise and protect its intellectual property; thus the inclusion of this definition.*

**Legal Guardian** means a person over the age of 18 appointed by a court or VCAT to care for child.

**Life Member** means a Member admitted to the Club under clause 7.3.

**Local Area** means the geographical area in which the Club operates as determined by PCV.

**PCA** means Pony Club Australia Limited, the national sporting organisation for Pony Club in Australia.

**Member** means a member of the Club under clause 7.

**PCV** means Pony Club Victoria Incorporated,

**Objects** mean the objects of the Club in clause 3.1.

**Register** means the register of Members kept in accordance with clause 10.1.

**Riding Member** means a registered Member of the Club participating in riding activities at the Club.

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** has the same meaning as that given to it in the Act.

**Sub-committee** means a sub-committee established by the Committee under clause 0.

**Supporter Member** means any member of any age that does not participate in riding activities at the Club.

**Voting Member** means those Members of the Club having attained the age of 15 years and entitled to vote in General Meeting as set out under **clause 7.2**.

## 2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); 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.

### 2.3 Severance

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

### 2.4 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Club.

## 3. STATEMENT OF PURPOSE

### 3.1 Objects

*The Objects of the Club are important and must be carefully considered. They are its reasons for existence and although this can be simply stated as "promotion and encouragement of Pony Club in the local area" the changes in regulatory and commercial as well as sporting landscapes require a 21<sup>st</sup> century community body to have broad Objects. The Objects are expressed to apply to a club level organisation.*

The Club is established solely for the Objects. The Objects are to:

- (a) provide for the encouragement, conduct, promotion and administration of Pony Club in Victoria in consultation with PCV;
- (b) participate as a member of PCV so Pony Club can be conducted, encouraged, promoted, advanced and administered throughout the Local Area;
- (c) affiliate and otherwise liaise with PCV, and PCA;
- (d) encourage, conduct, promote, advance and control Pony Club, and its many aspects devoted to education, learning, safety and management;
- (e) co-operate with PCV in the conduct of research and development of improvements in Pony Club and equine equipment and safety;
- (f) use and protect the Intellectual Property;
- (g) promote the involvement and importance of Pony Club standards, techniques, awards and education to bodies involved in Pony Club;
- (h) strive for and maintain government, commercial and public recognition of the Club as the authority on Pony Club in the Local Area;
- (i) recognise and comply with PCV as may be necessary for the management and control of Pony Club and related activities and safety;
- (j) pursue through itself or others such commercial arrangement, including sponsorship and marketing opportunities, as are appropriate to the purposes of the Club in the Local Area;
- (k) having regard to these purposes, foster, regulate, organise and manage competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;
- (l) ensure that environmental considerations are taken into account in all Pony Club and related activities conducted by the Club;
- (m) promote the health and safety of Members;
- (n) act as arbiter on matters pertaining to the conduct of Pony Club in the Local Area, including disciplinary matters, and refer matters to PCV as appropriate;
- (o) adopt and implement appropriate policies, including in relation to child safety, equal opportunity, equity, drugs in sport, health, safety, junior and senior



programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Pony Club,

- (p) represent the interests of its Members and of Pony Club generally in any appropriate forum;
- (q) have regard to the public interest in its operations;

*Generally, rules made in the 'public interest' are less susceptible to challenge; therefore, this object reminds Club Members of the moral obligation to be mindful of the community when operating the Club.*

- (r) encourage Members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in Pony Club competition and to award trophies and rewards to successful competitors;
- (s) encourage and promote performance enhancing drug free competition;
- (t) give, and where appropriate seek, recognition for Members to obtain awards or public recognition in fields of endeavour other than Pony Club;
- (u) seek and obtain improved facilities for the enjoyment of Pony Club in Victoria;
- (v) effect such purposes as may be necessary in the interest of Pony Club; and
- (w) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

#### **4. POWERS OF THE CLUB**

Solely for furthering the Objects, the Club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

#### **5. INCOME AND PROPERTY OF THE CLUB**

##### **5.1 Sole Purpose**

The income and property of the Club must be applied solely towards the promotion of the Objects of the Club.

##### **5.2 Payments to Members**

No part of the income or property of the Club may be paid or otherwise distributed, directly or indirectly, to any Member except for payments to a Member in good faith in the promotion of the Objects as follows:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Club.

#### **6. STATUS AND COMPLIANCE OF CLUB**

##### **6.1 Recognition of Club**

The Club is a member of PCV and is recognised by PCV as the entity responsible for the delivery of Pony Club in the Local Area and is subject to compliance with the PCV constitution. The PCV constitution shall continue to be so recognised and the Club shall administer Pony Club in the Local Area in accordance with the Objects and the objects of PCV.

##### **6.2 Constitution of the Club**

This Constitution will clearly reflect the objects of PCV and will conform to the constitution of PCV, subject always to the Act.

### 6.3 PCV

The Club must not resign, disaffiliate or otherwise seek to withdraw from PCV without approval by Special Resolution.

### 6.4 Amendment of the Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved:

- (a) by PCV acting in good faith prior to the relevant General Meeting of the Club; and
- (b) by Special Resolution of the Club and where not less than three quarters of the Voting Members present at the meeting in person or by electronic means vote in favour of the resolution. For the avoidance of doubt, '*Voting Members present*' means those Voting Members at the meeting in person or by electronic means, not the total number of Voting Members registered with the Club.

## 7. MEMBERSHIP

### 7.1 Minimum number of Members

*Section 3 of the Act prescribes a minimum of 5 members who must have full voting rights.*

The Club must have at least 5 Voting Members.

### 7.2 Categories of Members

*The members of the Club and their rights and responsibilities are set out under this clause. The member categories and their respective rights and responsibilities may of course vary depending on the structure of each club. Under the suggested clauses in this template the Life Members and Riding Members are the voting Members whilst Junior Members and Associate members are also Members and are bound by the Constitution but with no voting rights at General Meetings of the Club. The Committee can also create new categories of Members but any new category cannot be granted voting rights unless approved by the General Meeting. To grant voting rights is effectively a change in the Constitution and thus must be submitted to a General Meeting. The suggested membership clause is available below. Once again, it is up to your club as to what Membership categories are in the Constitution.*

The Members of the Club shall consist of:

- (a) Meetings;

*There is a trend towards making Life Members 'non-voting' while still bestowing on them the other rights and privileges of membership. If your club does not grant Life Members a vote, then the wording above will need to be amended to reflect this.*

- (b) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate but not vote at General
- (c) Supporter Members, who subject to this Constitution, shall not vote (unless subject to Clause 7.8 (b)) but shall have the right to receive notice of General Meetings and to be present and debate at General Meetings;

*Member categories are broken into two distinct groups – Riding and Supporter. The Supporter category is a category for non-riders and includes parents and other volunteers. It is not necessary to mirror the PCV membership categories in your constitution as your members will participate into PCV membership categories based on PCV criteria which may change over time. If 'Family' memberships are required at your club then the individual members of the family will either be Riding Members or Supporter Members – Family membership does not need to be stipulated in the constitution. You can change these member categories in this document, or you can*

*establish new member categories in Bylaws. It is strongly recommended to leave the right to establish new categories in this model rules as it provides flexibility to establish new membership categories without having to hold a Special General Meeting and altering the constitution.*

- (d) Riding Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings; and
- (e) Supporter Members who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings on behalf of Riding Members less than 15 years of age; and
- (f) Adult Riding Members who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, but not debate or vote at General Meetings; and
- (g) such new or other categories of Members as may be established by the Committee. Any new category of Member established by the Committee cannot be granted voting rights without the approval of the Club in General Meeting.

### **7.3 Life Members**

- (a) The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer Life Membership (subject to **clause 7.3(c)**) on the recommendation of the Committee must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members.

### **7.4 Application for Membership**

- (a) Subject to this Constitution, to be eligible for membership as a Member, except as a Life Member which is governed by **clause 7.3**, the applicant must be a natural person and meet any other criteria set by the Committee from time to time.
- (b) Subject to this Constitution or any procedures set by the Committee from time to time, an application for membership as a Member except a Life Member must be:
  - (i) in writing on the form prescribed from time to time by the Committee (if any), from the applicant or their nominated representative and lodged with the Club; and
  - (ii) accompanied by the appropriate fee (if any).

### **7.5 Discretion to Accept or Reject Application**

- (a) The Committee may accept or reject an application, irrespective of whether:
  - (i) the applicant is a new applicant making an application under clause 7.4 or an expiring Member reapplying under clause 7.6; or
  - (ii) the applicant has complied with the requirements in **clause 7.4** or not.The Committee is not required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Register shall be amended accordingly as soon as practicable.

- (c) Where the Committee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.
- (d) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

#### **7.6 Renewal of Membership**

- (a) Membership of the Club (other than Life Membership) expires annually at the conclusion of each Financial Year.
- (b) Members (other than Life Members) must reapply for membership of the Club each Financial Year and in accordance with the procedures set down by the Committee from time to time.
- (c) The Committee may accept or reject a reapplication for membership in accordance with **clause 7.5**.
- (d) Upon reapplication a Member must provide details of any change in their personal details, and any other information reasonably required by the Committee.

#### **7.7 Deemed Membership**

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 7.7(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

#### **7.8 General Rights and Responsibilities of Members**

- (a) A Member of the Association who is entitled to vote has the right—
  - (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (ii) to submit items of business for consideration at a general meeting; and
  - (iii) to attend and be heard at general meetings; and
  - (iv) to vote at a general meeting; and
  - (v) to have access to the minutes of general meetings and other documents of the Association as provided under these rules; and
  - (vi) to inspect the register of members.

*Only Riding Members to vote. A Riding Member must be 15 or over, is a Riding Member or a Member of a new category established by the Committee that is able to vote, has been a member for more than 10 days and is not suspended. Clause 7.8 (b) provides for a vote for the Supporter Member parent of a rider under 15 years. Only 1 parent per child under 15 can vote. A legal guardian is a person at law responsible for the child through a court of law or VCAT. It cannot be a grandparent, sibling, relation, friend unless the person is also the legal guardian. A Supporter Member can only vote on behalf of ONE Riding Member under the age of 15. For example if in a family there are two Riding Members under 15, then two parents or legal guardians will be required to be Supporter Members to exercise a vote at General Meetings.*

*15 years is the minimum age to allow a vote, your club can change this age if it so wishes. These membership clauses ensure that riders, and the parents of riders, are paramount in how the club is run.*

*These voting rights are recommended, you can alter these to suit your club.*

- (b) A Riding Member is entitled to vote if—

- i. The Member has attained the age of 15 years;
  - ii. the Member is a Member other than of a new category defined by the Committee and approved at an Annual General Meeting or Special General Meeting that has been conferred the right to vote for that new category;
  - iii. more than 10 business days have passed since he or she became a member of the Association; and
  - iv. the Member's membership rights are not suspended for any reason.
- (c) A Supporter Member is entitled to vote if—
- i. The Member has attained the age of 15 years, and
  - ii. the Member is a Member other than of a new category defined by the Committee and approved at an Annual General Meeting or Special General Meeting that has conferred the right to vote for that new category; and
  - iii. the Member is a parent or Legal Guardian of a Riding Member under the age of 15;
  - iv. more than 10 business days have passed since he or she became a member of the Association; and
  - v. the Member's membership rights are not suspended for any reason.
- (d) A Supporter Member entitled to vote in accordance with Clause 7.8 (b) shall only exercise a vote on behalf of one Riding Member under the age of 15, and a Riding Member under the age of 15 shall only have one Supporting Member exercising a vote on their behalf.
- (e) No Member whose membership ceases has any claim against the Club or the Committee Members for damages or otherwise arising from cessation or termination of membership.
- (f) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (g) Members must treat all staff, contractors and representatives of the Club and all other Members with respect and courtesy at all times.
- (h) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Club, PCV, PCA or Pony Club.

## **7.9 Limited Liability**

Members have no liability except as set out in clause 29(a).

## **8. EFFECT OF MEMBERSHIP**

*This clause reconfirms the requirements of the Act and that the Constitution is a contract between the Club and its members.*

- (a) Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution, the By-Laws and the PCV and PCA constitutions;
  - (ii) they shall comply with and observe this Constitution, the By-Laws and the PCV and PCA constitutions and any determination, resolution or policy which may be made or passed by the Committee or any duly authorised committee;
  - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;
  - (iv) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Club, the Members and Pony Club;
  - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Pony Club;
  - (vi) neither membership of the Club nor this Constitution gives rise to:
    - (A) any proprietary right of Members in, to or over the Club or its property or assets;
    - (B) any automatic right of a Member to renewal of their membership of the Club;
    - (C) subject to the Act and the Club acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
  - (vii) they are entitled to all benefits, advantages, privileges and services of Club membership.

## 9. FEES AND SUBSCRIPTIONS

*The fees of the Club are the sole province of the Committee NOT the membership. Should the members seek to interfere or assume responsibility for the setting of fees and/or budgets they risk potential liability.*

- (a) The Committee must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and due date for payment.
- (b) The Committee is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

## 10. REGISTERS

### 10.1 Club to Keep Register

The Club shall keep and maintain a Register in accordance with the Act in which shall be entered (as a minimum):

- (a) the full name, one or more of the residential or postal address, category of membership, and date of entry of each Member including Life Members;
- (b) the full name, one or more of the residential or postal address and date of entry to office of each person who is authorised to use the common seal of the Club and any person appointed to act as trustee on behalf of the Club; and

(c) where applicable, the date of termination of membership of any Member. Members, Committee Members and any person referenced in this **clause 10.1** shall provide notice of any change and required details to the Club within 28 days of such change.

*This section ensures that members have access to the Register only for legitimate purposes, and cannot be used to contact members unless it is for Club business. A reasonable charge if any would be eg photocopy, postage or staff costs (if paid staff).*

## **10.2 Inspection of Register**

- (a) Having regard to the Act and subject to this **clause 10.2**, the Register shall be available for inspection and copying by Members, upon reasonable request to the Committee. A Member may also in writing request the Committee provide the Member with a copy of the Register.
- (b) Where a Member wishes to copy, or wishes to receive a copy, of the Register, the Member must first provide to the Committee a statutory declaration setting out the purpose for which the copy is required and declaring the purpose is connected with the affairs of the Club.
- (c) Subject to the Act, the Committee may determine a reasonable charge for the cost of complying with a request under **clause 10.2(a)**.

## **10.3 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Committee may use the Register to further the Objects, in such manner as the Committee considers appropriate; and
- (b) a Member must only use or disclose information in the Register for a purpose that is in good faith, is directly connected with the affairs of the Club or that is related to the administration of the Act.

## **11. DISCONTINUANCE OF MEMBERSHIP**

### **11.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving thirty days' notice in writing to the Committee of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **11.2 Expiration of Notice Period**

Upon the expiration of a notice given under **clause 11.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **11.3 Resignation by failure to pay subscription**

- (a) Subject to clause 11.4, a Member is taken to have resigned if:
  - (i) the Member's Annual Subscription is outstanding more than one month after the due date determined by the Committee in accordance with **clause 9(a)(iv)**; or
  - (ii) no Annual Subscription is payable:
    - (A) the Committee has made a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (B) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Committee for the failure to pay subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).



#### **11.4 Discontinuance for Failure to Renew**

Membership of the Club (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Club before the end of the Financial Year.

#### **11.5 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property.

### **12. DISCIPLINE OF MEMBERS**

#### **12.1 Establishing a Disciplinary Sub-committee**

Where the Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Committee or any duly authorised Sub-committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and the interests of the Club and/or Pony Club, or another Member; or
- (c) brought themselves, another Member, the Club or Pony Club into disrepute,

the Committee may by resolution and in accordance with **clause 0**, establish a disciplinary Sub-committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

#### **12.2 Provisional Suspension**

- (a) Upon establishing a disciplinary Sub-committee in accordance with **clause 12.1** the Committee may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary Sub-committee makes a finding.
- (b) The disciplinary Sub-committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

#### **12.3 Disciplinary Sub-committee Members**

The members of the disciplinary Sub-committee:

- (a) may be Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

#### **12.4 Notice of Alleged Breach**

- (a) Where a disciplinary Sub-committee is established the Club shall serve on the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:
  - (i) setting out the alleged breach of the Member and the grounds on which it is based;
  - (ii) stating that the Member may address the disciplinary Sub-committee at the Disciplinary Hearing;
  - (iii) stating the date, place and time of that Disciplinary Hearing; and
  - (iv) informing the Member that he or she may do one or more of the following:
    - (A) attend that Disciplinary Hearing; and
    - (B) give the disciplinary Sub-committee prior to or at that meeting a written statement regarding the alleged breach.
- (b) setting out the member's appeal rights under rule 12.6.



## 12.5 Determination of Disciplinary Sub-committee

- (a) The disciplinary Sub-committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
  - (i) the Member has the opportunity to be heard and to call witnesses; and
  - (ii) due consideration is given to any written statement submitted by the Member or a witness,before determining whether the alleged breach occurred.
- (b) If the disciplinary Sub-committee determines there was a breach under **clause 12.1**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Committee.
- (c) The penalties able to be given to the Member by the disciplinary Sub-committee include:
  - (i) expel a Member from the Club; or
  - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
  - (iii) fine a Member; or
  - (iv) impose such other penalty, action or educative process as the disciplinary Sub-committee sees fit.

*An appeal is to the members, as outlined below.  $\frac{3}{4}$  of the members present must vote in favour for the appeal to be upheld.*

## 12.6 Appeal

- (a) A person who has been found to have been in breach under clause 12.1 by the disciplinary Sub-committee may give notice to the effect that he or she wishes to appeal against the decision of the disciplinary Sub-committee.
- (b) The notice must be in writing and given—
  - (i) to the disciplinary Sub-committee immediately after the vote to apply a penalty; or
  - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under subrule (b), a disciplinary appeal meeting must be convened by the Sub-committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must—
  - (i) specify the date, time and place of the meeting; and
  - (ii) state—
    - (A) the name of the person against whom the disciplinary action has been taken; and
    - (B) the grounds for taking that action; and
    - (C) that at the disciplinary appeal meeting the members present must vote on whether the decision of the disciplinary Sub-committee should be upheld or revoked.
- (e) There shall be no further appeal.

*The member has been afforded natural justice therefore once the appeal is concluded the matter is closed. Does not preclude the Member from taking the matter further through VCAT.*

## 12.7 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting—

- (i) no business other than the question of the appeal may be conducted; and
  - (ii) the disciplinary Sub-committee must state the grounds for penalising the member and the reasons for taking that action; and
  - (iii) the person whose membership has been penalised must be given an opportunity to be heard.
- (b) After complying with subrule (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
  - (c) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
  - (d) A member may not vote by proxy at the meeting.

### 13. GRIEVANCE PROCEDURE

*the Act requires the rules of the Club to set out the procedure for settling disputes between the Club and its members. In essence, the parties must first discuss the issue to try and resolve it themselves, or if not agree on a mediator. The mediator can be suggested by the parties, the club or PCV, however if the parties cannot agree on a mediator, or mediation is not successful, as far as the club is concerned the grievance is concluded and the aggrieved member must take the matter to the Dispute Centre of Victoria or deal with it legally. This prevents disputes dragging on indefinitely.*

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
  - (i) another Member; or
  - (ii) the Club.
- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss and attempt to resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute, a mediator may be chosen within a further 10 days with the agreement of all parties. The mediator must not determine the dispute.
- (d) If the parties are unable to agree on a mediator, or to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to the Dispute Settlement Centre of Victoria (or such other similar body in circumstances where the Dispute Settlement Centre of Victoria is no longer in existence) for resolution, or settle the matter at law.

### 14. GENERAL MEETINGS

#### 14.1 Annual General Meeting

*Under the Act the Club must hold an AGM in each calendar year and must hold its AGM within 5 months after the end of the Club's financial year (The financial year is defined in the "Definitions" section.*

AGMs of the Club are to be held:

- (a) according to the Act, including at least once in each calendar year; and

- (b) otherwise as determined by the Committee Members (including date and venue).

#### **14.2 Power to convene General Meeting**

- (a) The Committee may convene a General Meeting when they think fit and must do so if required by the Act.

*Under the Act, the Constitution must include the number of members (expressed as a percentage or number of membership) who may at any time require that a general meeting be convened.*

- (b) The Committee must on the requisition in writing of at least 10 of the Voting Members convene a General Meeting.

#### **14.3 Notice of General Meeting**

- (a) Notice of a General Meeting of Members must be given to all Members and the Committee.
- (b) At least 14 days' notice of the time and place of a General Meeting must be given (21 Days for an Annual General Meeting or Special General Meeting), together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) where applicable, any notice of motion received from any Voting Member or Committee Member; and
  - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

#### **14.4 No other business**

*Note that "Other business" or "General business" can not be included in the agenda of the Annual General Meeting or a Special General Meeting.*

No business other than that stated in the notice of meeting may be transacted at an Annual General Meeting or Special General Meeting.

#### **14.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Committee at the request of Members;
- (c) the Committee at the request of the Department of Consumer Affairs; or
- (d) a Court.

#### **14.6 Written notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

#### **14.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;

- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

#### **14.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 14.6**.

#### **14.9 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

#### **14.10 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

#### **14.11 Voting in Absentia via remote communication**

*Proxy voting has not been provided for in this template. It is optional and does not need to be provided for under the Act. Should you choose to allow proxy voting we recommend that you adopt the following clauses:*

A member who wishes to vote remotely is required to submit the prescribed voting form to the President and Secretary of NEHPC 72 hours prior to a General Meeting, Special Meeting or Annual General Meeting.

#### **14.12 Postal voting**

Postal voting or voting by other electronic communication at General Meetings of the Club may be permitted from time to time in such instances as the Committee may determine and shall be conducted in accordance with procedures prescribed by the Committee.

### **15. PROCEEDINGS AT GENERAL MEETING**

*Under the Act, the Constitution must set out the quorum for General Meetings. The quorum for a General Meeting can be varied and is not prescribed by the Act. The number or percentage of Members required must be realistic so that a meeting can proceed.*

#### **15.1 Number for a quorum**

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is minimum 50% of Voting Members.

#### **15.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

#### **15.3 Quorum and time – Special General Meetings**

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and

- (b) in any other case stands adjourned to such other day, time and place as the chair determines.
- 15.4 Quorum and time – AGMs**
  - (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
  - (b) Where an AGM has been adjourned under **clause 15.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.
- 15.5 Chair to preside over General Meetings**
  - (a) The Chair is entitled to preside as chair at General Meetings.
  - (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
    - (i) The Vice President;
    - (ii) a Committee Member (or other person) chosen by a majority of the Committee Members present;
    - (iii) the only Committee Member present; or
    - (iv) a Voting Member chosen by a majority of the Voting Members present.
- 15.6 Conduct of General Meetings**
  - (a) The chair of a General Meeting:
    - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
    - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
    - (iii) may, having regard where necessary to the Act or the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he or she consider it necessary or desirable for the proper conduct of the meeting.
  - (b) A decision by the chair under this clause 15.6 is final.
- 15.7 Adjournment of General Meeting**
  - (a) The chair may with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
  - (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
  - (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 15.8 Notice of adjourned meeting**
  - (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
  - (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.
- 15.9 Questions decided by majority**

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

### 15.10 Equality of votes

*This template does not give the chair a discretionary casting vote. The Sport Australia [Sports Governance Principles](#) recommends that, 'votes taken at board or general meetings should be passed by a majority of director/members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issue should be forfeited.'*

*Should your club wish to provide an extra casting vote then amend this clause. Also note, the Chair always has an ordinary vote as he/she is a Committee member.*

Where an equal number of votes are cast in favour for and against a resolution, that resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

### 15.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

### 15.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001* (Cth) or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 0**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

### 15.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

### 15.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

### 15.15 Minutes

- (a) The Committee must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) the names of persons present at all meetings.

- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) the financial statements submitted to the Members in accordance with the Act; and
  - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## 16. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

## 17. COMMITTEE

*The numbers on the Committee can vary. This template has 5 Elected Committee Members and up to 2 "external" Appointed Committee Members who may be appointed by the Elected Committee Members. The Club needs to ensure it has a Committee size and composition that meets its needs. 5 is the minimum under the act. For good governance it is recommended no more than 9 people comprise the Committee. The Club does not need to appoint Appointed Committee Members if it feels the Committee has adequate skill and experience.*

### 17.1 Composition of the Committee

The Committee shall consist of:

- (a) 5 Elected Committee Members all of whom will be elected under **clause 18.4**;
- (b) 1 appointed District Commissioner;
- (c) Riders Without Horses (RWH) Manager (non-voting);
- (d) Agistment Officer, Paddock Movements Manager, Land Manager; and
- (e) up to 2 additional Appointed Committee Members who shall be appointed in accordance with **clause 0**.

*Modern practice is not to include titles in Committee positions within the Constitution such as President, Vice President, Secretary and Treasurer, however historically these titles exist and members may be more comfortable using these titles. Each Committee member has an equal right to vote and equal responsibility. Sport Australia recommends that the Committee choose from amongst their number these roles, as it provides more flexibility to choose the best person for the job and provides more incentive for members to stand for Committee. It also avoids a 'popularity poll' where a person is elected to a vacant position eg President based solely on their popularity with members.*

*If you choose to elect your committee members via the membership then the clause 17.1 needs to change to reflect this.*

### 17.2 Appointment of Committee Members

At the first committee meeting after each AGM, the Committee shall:

- (a) Appoint a President, Vice President, Secretary and Treasurer from amongst the Committee Members. The Treasurer and Secretary may be appointed from the Elected Committee Members or from the Appointed Committee Members. The President and Vice President appointments must be made from the Elected Committee Members.
- (b) Appoint a District Commissioner, who need not be a member of the Club, who shall be appointed in accordance with regulations as set by Pony Club Victoria from time to time.

### 17.3 Portfolios

*The trend in sporting organisations is not to entrench portfolios in the Constitution. If it is determined to allocate portfolios to Committee Members it is considered that the discretion simply be retained in the Committee in Bylaws so as to maintain flexibility and not require constitutional change if a portfolio is no longer required.*

The Committee may allocate portfolios to Committee Members.

### 17.4 Qualifications

The Committee may determine from time to time job descriptions and qualifications for Committee Members.

### 17.5 General Duties of the Committee

- (a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (b) The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Committee members must exercise their powers and discharge their duties—
  - (i) in good faith in the best interests of the Club; and
  - (ii) for a proper purpose.
- (e) Committee members and former Committee members must not make improper use of—
  - (i) their position; or
  - (ii) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

*See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.*

- (f) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

### 17.6 President and Vice-President

- (a) Subject to subrule (b), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (i) in the case of a general meeting—a member elected by the other members present; or
  - (ii) in the case of a committee meeting—a committee member elected by the other committee members present.
- (c) perform any other duties as defined and decided upon by the Committee of Management.

### 17.7 Secretary

- (a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

*Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.*



- (b) The Secretary must—
  - (i) maintain the register of members in accordance with rule 18; and
  - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 71(3), all books, documents and securities of the Association in accordance with rules 73 and 76; and
  - (iii) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (iv) perform any other duty or function imposed on the Secretary by these Rules.
  - (v) perform any other duties as defined and decided upon by the Committee of Management.
- (c) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### **17.8 Treasurer**

- (a) The Treasurer must—
  - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (ii) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (iii) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (iv) ensure cheques are signed by at least 2 committee members.
- (b) The Treasurer must—
  - (i) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.
- (d) perform any other duties as defined and decided upon by the Committee of Management.

*The appointment, duties and removal of the District Commissioner must be in accordance with Pony Club Victoria policy as it exists from time to time. In this template the DC has voting rights, however if your club does not want your DC to have voting rights this must be written into the terms below.*

### **17.9 District Commissioner**

- (a) The Committee shall, at the first Committee Meeting held immediately following the Annual General Meeting, appoint a District Commissioner:
  - (i) who shall be over the age of 18 years; and
  - (ii) satisfy the eligibility criteria as specified by Pony Club Victoria.
- (b) Upon appointment the District Commissioner shall become a Committee Member of the Committee.
- (c) The District Commissioner shall remain in office for 1 year, or until the Committee appoints another District Commissioner for the ensuing year but is eligible for reappointment.
- (d) perform duties as defined and decided upon by the Committee and as stipulated by Pony Club Victoria.

- (e) The District Commissioner may only be removed by the Committee before the expiry of their 1 year term and only in accordance with Pony Club Victoria policy.

#### **17.10 Transitional Arrangements**

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements set out at **clause 34(b)** shall apply from the date of adoption of this Constitution.
- (b) Should any adjustment to the term of Elected Committee Members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Committee. If the Committee cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of **clause 18.5**.

#### **17.11 Remuneration of Committee Members**

A Committee Member must not be paid for services as a Committee Member but, with the approval of the Committee and subject to the Act, may be:

- (a) reimbursed by the Club for their reasonable travelling, accommodation and other expenses when:
  - (i) otherwise engaged on the affairs of the Club.

### **18. ELECTED COMMITTEE MEMBERS**

#### **18.1 Nomination for Committee**

Nominations for Elected Committee Members shall be called for by the Committee at least 35 days prior to the Annual General Meeting at which the election is to be held.

#### **18.2 Form of Nomination**

Nominations must be:

- (a) in writing on the prescribed form (if any) or via electronic version of prescribed form
- (b) signed or e-signed by a Voting Member;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Club not less than 14 days before the date fixed for the holding of the General Meeting.
- (e) Nominees to be announced via the Secretary in NEHPC communications channels including, but not restricted to; email, Facebook and hard-copy notice displayed at Club house.
- (f) Announcement of nominees is to occur within 48 hours of the nominee closing date.

#### **18.3**

*The election clause allows the Committee to determine the method of voting that is most appropriate for the Club in a relevant By-Law. The By-Law should outline the process which the Club considers is best for it.*

*Clause 18.3 ensures that an inappropriate person is not elected simply because they were the only nomination. Should there be only 1 nomination a motion from the floor requesting approval of the nominee is all that is required. The members should retain the authority on who serves them on the Committee, and also avoids stacking a Committee.*

#### **18.4 Elections**

- (a) If the number of nominations received for positions on 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 those nominated shall only be declared elected if they are elected by a simple majority of members by secret

ballot. If after the poll, a simple majority has not been achieved, the positions will be deemed casual vacancies under **clause 20.1**.

*To avoid nominations being called for from the floor 'in desperation' the club should call for nominations in line with 18.1 and 18.2. If there are no nominations it is a better policy for the Committee to source alternate committee members as a casual vacancy as they have more time to choose a suitable person, whose term will be the whole term of 2 years. Expressions of interest for a vacancy can be called from the floor, but it will be the Committee who decide on the appointment. The Members can always overturn an appointment. Note that this Constitution calls for 2 year terms in accordance with best practice as per Sport Australia so there should always be Committee members to act, and to appoint persons to fill vacancies.*

- (b) If there are insufficient nominations received to fill all vacancies on the Committee, the positions will be deemed casual vacancies under **clause 20.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Committee.
- (d) The voting shall be conducted in such manner and by such method as may be determined by the Committee from time to time.

*Under this template Committee Members' terms are for 2 years although this can be changed. It is best practice to have rotational terms are in place as it allows for experience to be gained and reduces the impact of the loss of all committee members in the event they all retire at the same time. If the number of Elected Committee Members is altered, the rotational formula below will require adjustment.*

#### **18.5 Term of Appointment**

- (a) Subject to this Constitution, and in particular **clauses 17.10** and Error! Reference source not found., Elected Committee Members shall be elected in accordance with this Constitution for a term of 1 year, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

*Under this template a Committee Member can only serve five, 2-year terms consecutively. Best practice should limit the tenure of committee members. Consider whether this maximum term requirement should be included. If a Club does not want to include a maximum term, it should remove clause (d) below.*

- (b) Following the adoption of this Constitution, no person who has served as an Elected Committee Member for a period of 5 consecutive full terms (5 years) shall be eligible for re-election as a Committee Member for at least 1 year following the date of conclusion of their last term as a Committee Member.

## **19. APPOINTED COMMITTEE MEMBERS**

*Appointed Committee Members need not be appointed. The principle behind them is to provide the Elected Committee Members with additional skills that may facilitate or assist the Committee with a particular issue over time. For example, a Club may require marketing or lobbying skills. It can then approach and invite an appropriately skilled person to join the Committee as an Appointed Committee Member.*

### **19.1 Appointment of Appointed Committee Member**

The Elected Committee Members may appoint up to 2 Appointed Committee Members in accordance with this Constitution.

### **19.2 Qualifications for Appointed Committee Members**

Appointed Committee Members should have skills that complement and/or supplement any skill gaps that may exist in the Committee, with the aim of ensuring that the Committee has all the necessary skills to govern the organisation. Appointed Committee Members do not need to be Members of the Club or have experience in, or exposure to, Pony Club.

### **19.3 Term of Appointment**

- (a) Committee Members appointed under **clause 19.1** may be appointed by the Elected Committee Members in accordance with this Constitution for a term of up to 1 years, which shall commence and conclude on dates as determined by the Elected Committee Members.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Committee Member for a period of up to 5 consecutive full terms (5 years) shall be eligible for re-appointment as a Committee Member for at least 1 year following the date of conclusion of their last term as a Committee Member.

## **20. VACANCIES ON THE BOARD**

### **20.1 Casual Vacancies**

- (a) Any casual vacancy that occurs in the position of an Elected Committee Member may be filled by the remaining Elected Committee Members from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Committee Member's term under this Constitution.
- (c) Any period served under this clause 20.1 counts as a full term for the purposes of clause 18.5(b).

### **20.2 Grounds for Termination of Committee Member**

In addition to the circumstances in which the office of a elected Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the elected Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns their office in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of 3 months;
- (f) is an employee of the Club;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;

- (h) after reasonable consideration by the Committee it determines the Committee Member:
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or Pony Club; or
  - (ii) has brought himself or herself, the Club or Pony Club into disrepute, provided the Committee Member is first given the opportunity to make written or oral submissions to the Committee before a determination is made;
- (i) is removed by Special Resolution; or
- (j) if the District Commissioner, in accordance with Clause 17.9 (e); or,
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

### 20.3 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum or to convene a General Meeting.

## 21. POWERS AND DUTIES OF COMMITTEE

*Taken from Sport Australia's [Sports Governance Principles](#):*

*The Committee's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Club, remains viable and effective in the present and for the future. The Committee's role includes determining the Club's strategic direction, core values and ethical framework, as well as key objectives and performance measures.*

*A key critical component of this role is the Committee's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives. Another key role is developing appropriate policy. There should be two levels of policy making; Committee level policy and operational policy. Committee level policy should include strategic policies, governing process policies and operational limitations policies.*

### 21.1 Committee to manage the Club

The Committee are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

### 21.2 Specific powers of Committee

Without limiting **clause 21.1**, the Committee may exercise all the Club's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Club or of any other person.

### 21.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Committee may in their absolute discretion extend that time, period or date as they think fit.

### 21.4 Code of Conduct

The Committee must:

- (a) adopt a code of conduct for Committee Members; and

- (b) periodically review the code of conduct in light of general principles of good corporate governance.

#### **21.5 Delegate of Club**

- (a) The Committee shall appoint a delegate to attend meetings and events on the Club's behalf from time to time. This shall include, but is not limited to, representing the Club at general meetings of PCV.
- (b) The Club's delegate must be:
  - (i) A Member over the age of 18 years;
  - (ii) be a current financial Member of the Club;
  - (iii) be empowered by the Committee to make decisions and vote in proceedings at meetings of PCV on the Club's behalf; and
  - (iv) not be a delegate for more than one member club of PCV.
- (c) The Committee shall advise PCV prior to a relevant meeting or event of who its delegate will be. If the Club does not provide notification to PCV, the President of the Club shall be deemed to be the delegate. The Club shall advise PCV within seven days of any change to its nominated delegate.

### **22. PROCEEDINGS AT COMMITTEE MEETINGS**

*These clauses of the template have been drafted so that they comply with the law but also provide the Committee maximum flexibility in terms of how it meets.*

#### **22.1 Committee meetings**

*The Sport Australia [Mandatory Sports Governance Principles](#) recommend that a sport should hold a minimum 5 directors meetings per year.*

- (a) Subject to **clause 22.1(b)**, the Committee may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Committee must meet at least 5 times in each calendar year.

#### **22.2 Questions decided by majority**

A question arising at a Committee' meeting is to be decided by a majority of votes of the Committee Members present in person and entitled to vote. Each Committee Member present has 1 vote on a matter arising for decision by Committee.

#### **22.3 Chair's casting vote**

The chair of the meeting will not have a casting vote.

*The Sport Australia [Sports Governance Principles](#) recommend that, 'votes taken at board or general meetings should be passed by a majority of director/members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited'.*

#### **22.4 Quorum**

Four Committee Members present in person or electronic communication constitutes a quorum.

#### **22.5 Convening meetings**

- (a) A Committee Member may convene a Committee meeting.
- (b) Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of a Committee meeting shall be given to each Committee Member.
- (c) Written notice of each Committee meeting, specifying the general nature of the time, date and place of the Committee meeting and the business to be transacted, shall be served on each Committee Member by:

- (i) delivering it to that Committee Member personally; or
- (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),

in accordance with the Committee Member's last notified contact details.

- (d) Notice may be given of more than one Committee meeting at the same time.

## **22.6 Circulating resolutions**

- (a) The Committee may pass a resolution without a Committee meeting being held if the required majority of the Committee who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Committee if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Committee Member required to achieve the required majority signs.

## **22.7 Validity of acts of Committee**

Everything done at a Committee meeting or a Sub-committee meeting, or by a person acting as a Committee Member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

## **22.8 Committee Members' interests**

- (a) A Committee Member shall declare to the Committee that Committee Member's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001* (Cth); and that Committee Member must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Committee or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Committee shall maintain a register of declared interests.

## **22.9 Minutes**

- (a) The Committee must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth).
- (b) The minutes of Committee meetings shall not be available for inspection or copying by the Members.

## **23. TELECOMMUNICATION MEETINGS OF THE CLUB**

*This clause provides for electronic meetings of the Committee or General Meetings of the Club.*

### **23.1 Telecommunication meeting**

- (a) A General Meeting or a Committee meeting may be held by means of a telecommunication meeting, provided that:
  - (i) the number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Committee meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act and this Constitution.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 0**.



### **23.2 Conduct of telecommunication meeting**

The following provisions apply to a telecommunication meeting of the Club:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

## **24. SUB-COMMITTEES**

*This clause recognises that the Committee has to delegate functions and tasks to special committees. This clause sets out how such delegations should be made and how they operate.*

### **24.1 Sub-committees**

The Committee may by written instrument delegate any of their powers to Sub-committees consisting of such persons they think fit (including Committee Members, individuals and consultants), and may vary or revoke any delegation.

### **24.2 Powers delegated to Sub-committees**

- (a) A Sub-committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Committee. A Sub-committee is responsible to and reports to the Committee.
- (b) Powers delegated to and exercised by a Sub-committee are taken to have been exercised by the Committee.

### **24.3 Sub-committee meetings**

Sub-committee meetings are governed by the provisions of this Constitution dealing with Committee meetings, as far as they are capable of application.

## **25. BY-LAWS**

### **25.1 Making and amending By-Laws**

- (a) The Committee may from time to time make, adopt, amend and/or interpret By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and Pony Club in the Local Area and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the responsibility of the Committee.

### **25.2 Effect of By-Laws**

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and



- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **26. KEEPING AND INSPECTION OF RECORDS**

### **26.1 Records**

- (a) The Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Committee and shall produce these as appropriate at each Committee meeting or General Meeting.
- (b) The Committee will cause the Club records to be kept for a period of 7 years from their creation.

### **26.2 Inspection of Records**

*The minutes of committee meetings are not compelled by the Act to be provided, however if minutes contain confidential or sensitive information a report should be prepared for members.*

- (a) Members may on request inspect free of charge:
  - (i) the minutes of general meetings; and
  - (ii) subject to **clause 26.2(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Club.
- (b) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club or where the Committee reasonably considers the member seeking to inspect the records is not doing so in good faith.
- (c) The Committee must on request make copies of these Rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 26.2(b)**, a Member may make a copy of any of the other records of the Club referred to in this clause.
- (e) For the purposes of this clause:  
**relevant documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:
  - (i) its financial statements;
  - (ii) its financial records;
  - (iii) this Constitution; and
  - (iv) records and documents relating to transactions, dealings, business or property of the Club.

## **27. ACCOUNTS**

### **27.1 Records Kept in Accordance with Act**

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Committee.

## **27.2 Committee to Submit Accounts**

The Committee shall submit to the Annual General Meeting the accounts of the Club in accordance with the Act and will distribute copies of financial statements as required by the Act.

*The method of transactions including how many to sign should be stipulated in Bylaws. This ensures should the club circumstance change it can adapt.*

## **27.3 Transactions**

All cheques, promissory notes, bankers drafts, bills of exchange, other negotiable instruments, electronic transactions, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee determine from time to time.

## **27.4 Auditor**

*Under Part 7 of the Act, certain incorporated associations are required to undertake an audit. The Act divides associations into three "Tiers" and requires Tier 1 associations to review the accounts by members, Tier 2 by a qualified financial person, and tier 3 by a qualified auditor.. Whilst there is no obligation for Tier 1 association to undertake an audit unless requested by the members, it is good corporate governance and sound risk and financial management and thus it has been included in this template.*

- (a) A properly qualified auditor or auditors shall be appointed by the Committee and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001* (Cth).
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

## **28. SERVICE OF DOCUMENTS**

### **28.1 Document includes notice**

In this clause 0, document includes a notice.

### **28.2 Methods of service on a Member**

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### **28.3 Methods of service on the Club**

A Member may give a document to the Club:

- (a) by delivering it to the Club's registered office;
- (b) by sending it by post to the Club's registered office; or
- (c) by sending it to a fax number or electronic address nominated by the Club.

### **28.4 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

### **28.5 Electronic transmission**

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

## **29. INDEMNITY**

- (a) Every Committee Member, officer, auditor and employee of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Committee Member, officer, auditor or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.
- (b) The Club shall indemnify its Committee Members, officers, auditors and employees against all damages and costs (including legal costs) for which any such Committee Members, officer, auditor or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
  - (i) in the case of a Committee Member or officer, performed or made while acting on behalf of and with the authority, express or implied of the Club; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

## **30. WINDING UP**

### **30.1 Contributions of Members on winding up**

- (a) Each Voting Member must contribute to the Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the Club's debts and liabilities contracted before their membership ceased;
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Club's property if the Club is wound up.

### **30.2 Excess property on winding up**

- (a) Subject to the Act, if on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the Club; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

### 31. COMMON SEAL

*The Club should consider establishing a Register for the use of the Seal in addition to the inclusion of a recording in the Committee Minutes of the seal use.*

- (a) If the Club has a common seal it shall:
  - (i) be kept in the custody of the Committee; and
  - (ii) not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of 2 Committee Members.
- (b) A Committee Member may not sign a document to which the seal of the Club is fixed where the Committee Member is interested in the contract or arrangement to which the document relates.

### 32. SOURCE OF FUNDS

The funds of the Club may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Committee determine.

### 33. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the one of the Committee Members.

### 34. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements set out in this **clause 0** shall apply from the date of adoption of this Constitution.
- (b) The Committee Members in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, at which time all existing Committee Members will resign and 5 Elected Committee Members will be elected. Thereafter, the positions of the Committee Members shall be filled, vacated and otherwise dealt with in accordance with **clause 18.5** of this Constitution.
- (c) Any consecutive years served by each Committee Member immediately prior to approval of this Constitution under the Act do not count towards the five (5) consecutive terms totalling ten (10) years under **clause 18.5(b)** after the adoption of this Constitution.
- (d) All by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this **clause 0**.
- (e) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one (1) month of the approval of this Constitution under the Act.