

**THE STANDARD BRED PLEASURE &
PERFORMANCE HORSE ASSOCIATION
OF NSW *INC.***

Constitution



JULY 2017

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OBJECTIVES OF THE ASSOCIATION

- To promote the Standardbred as a Pleasure and Performance horse for all equestrian disciplines;
- To promote the good nature and temperament of the breed;
- To provide a vehicle for owners of Standardbreds to meet and communicate;
- To raise the profile of the Standardbred in all Equestrian events; and
- To facilitate the transfer of Standardbreds from the racing industry to the Pleasure and Performance industry.

MISSION STATEMENT

The charter of the Standardbred Pleasure & Performance Horse Association of NSW *Inc.* is to promote the Standardbred as a successful and versatile horse that can excel in many disciplines outside their traditional role of harness racing.

Through an adoption program, we will endeavour to locate suitable pleasure and performance homes for Standardbred horses retired from or otherwise unsuitable for harness racing.

We will encourage Standardbred owners to develop their horsemanship skills and the potential of their horses by guiding them to appropriate resources.

We will recognise the achievements of Standardbreds in all equestrian disciplines outside of harness racing.

Part 1 - PRELIMINARY

1. Definitions

(1) In this Constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the association.

member means a member of the association who has paid all fees and renewals for the current membership year and is not a member of the committee nor an office-bearer of the association.

secretary means:

the person holding office under this constitution as secretary of the association, or

if no such person holds that office - the public officer of the association.

(special general) meeting means a general meeting of the association other than an annual general meeting.

Management Committee means the four office bearers (President, Vice President, Secretary and Treasurer), and any ordinary committee member of the association.

Management committee meeting means a meeting of the office bearers and ordinary committee members of the association.

the **Act** means the *Associations Incorporation Act 2009*.

the **Regulation** means the *Associations Incorporation Regulation 2016*.

By-laws means the day to day operating procedures, executed in the duties and responsibilities of the management committee.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – MEMBERSHIP

2. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 4.

- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

3. Categories of membership

The following categories of membership apply to membership of the association:

- (1) Full membership - available for people over the age of 18 years residing in NSW/ACT. Confers full voting rights, confers eligibility for the association adoption program, confers eligibility for election to the committee and confers eligibility for recognition as per 55 (2) (a).
- (2) Junior membership - available to people under the age of 18 years residing in NSW/ACT. Subject to approval by parent or guardian, confers full voting rights, confers eligibility for the association adoption program, confers eligibility for election to the committee and confers eligibility for recognition as per 55 (2) (a).
- (3) Family Membership - available to a group consisting of a minimum of one adult and related minors, or one adult and partner residing in NSW/ACT. Confers voting rights on only 1 adult member, confers eligibility for the association adoption program, confers eligibility for all members for election to the committee and confers eligibility for all named family members for recognition as per 55 (2) (a).
- (4) Associate membership - available to interstate or international residents. May be offered to NSW/ACT residents at the discretion of the committee. Associate members do not have voting rights, are not eligible for the association adoption program, are not eligible for election to the committee and are not recognised as per 55 (2) (a)
- (5) Complementary membership - awarded to persons who, in the opinion of the majority of the committee, have exhibited support for the aims and objectives of the association. Honorary members do not have voting rights, are not eligible for the association adoption program and are not recognised as per 55 (2) (a).
- (6) Life membership - awarded to persons who, in the opinion of 75% of the committee, have been actively involved as Full members over an extended period of time in the support, promotion and participation in the activities of the association, and in so doing have furthered the objectives of the association. Life membership confers full voting rights, confers eligibility for the association adoption program, confers eligibility for election to the committee and confers eligibility for recognition as per 55 (2) (a). No more than 2 Life memberships are to be awarded per annum.

4. Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made by a person in writing (including by email or other electronic means, if the committee so determines) on the form set out by the association for such purpose, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
 - (i) As soon as practicable after receiving an application for membership, the secretary or designee must make a preliminary decision whether to approve or to reject the nomination.
- (2) In the event that the secretary or designee makes a preliminary decision to reject the nomination:
 - (a) the secretary or designee must refer the nomination to the committee, as soon as practicable, to confirm the rejection of the nomination, or to reverse the preliminary decision, therefore approving the nomination;
 - (b) the secretary or designee is to notify the nominee, in writing (including by email or other electronic means, if the committee so determines), of the committee decision.
- (3) If the secretary or designee makes a preliminary decision to accept the nomination, the secretary or designee must, as soon as practicable, notify the nominee, in writing (including by email or other electronic means, if the committee so determines), that the nomination has been approved, conditional on approval by the committee.
- (4) As soon as practicable after making a preliminary decision on a nomination for membership, the secretary or designee must refer the nomination to the committee which is to determine whether to approve or to reject the preliminary nomination.
 - (a) If there is no change to the status of the preliminary nomination, no further action needs to be taken.
 - (b) If the committee makes a decision to change the preliminary decision to accept a nomination, the secretary or designee must notify the nominee in writing (including by email or other electronic means, if the committee so determines) that the committee has over-ridden the conditional approval, and that the nomination for membership is not accepted.
- (5) The secretary or designee must, on payment by the nominee of the membership fee, as referred to in clause 9 (1), enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5. Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 9 (2) (a).

6. Membership entitlements not transferable

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership

7. Resignation of membership

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

8. Register of members

- (1) The public officer, secretary or designee (as applicable) of the association must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.

- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the address of the public officer, secretary or designee (as applicable) who maintains the register of members.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register.
- (5) If a member requests any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in sub clauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

9. Fees and subscriptions

- (1) A member of the association must, on applying for membership, pay to the association a joining fee as determined by the committee, from time to time.
- (2) In addition to any amount payable by the member under sub clause (1), a member of the association must pay to the association an annual membership renewal fee as set by the committee, from time to time.
 - (a) except as provided by paragraph (b), on 1st August in each calendar year, or
 - (b) if the member becomes a member on or after 1st May in any calendar year, membership is extended through to 1st August of the following year at no extra cost.
 - (c) If the member fails to pay the annual membership renewal fee, they:
 - (i) will be marked as not current in the membership database;
 - (ii) will not have voting rights, and,
 - (iii) and will not be eligible for the association adoption program or annual awards.
- (3) Any fees paid for membership will not be refunded if membership is ceased or cancelled either by the member or by the committee of the association.
- (4) As a result of membership renewal fee alignment with the financial year of 2017/2018, the following is to be applied to current members over the next two financial years:
 - (a) all current one year and two year memberships, that were to cease on 31 December 2017, will be extended to 30 June 2018, with the renewal fee to be paid no later than 1 August 2018; and
 - (b) all current two year memberships that were to cease on 31 December 2018, will be extended to 30 June 2019, with the renewal fee to be paid no later than 1 August 2019.

10. Members' liabilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.

- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 13, whichever is the later.
- (7) Under the association's adoption program:
 - (a) membership will be automatically and immediately terminated where a horse or horses are returned by or removed from a member and where the member has breached the terms of the lease agreement, or where the condition or treatment of the horse or horses is found upon veterinary examination or by inspection by an association member to be unsatisfactory.
 - (b) After termination of membership, that person will not be able to apply at any time for membership of the association or horse adoption.
- (8) Any member removed for disciplinary reasons as per clause 12 are not eligible for any refund of moneys paid.

13. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12 (1) - (6) inclusive, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under sub clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 – MANAGEMENT COMMITTEE

14. Powers of the Committee

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 16.
- (2) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) There is no maximum number of consecutive terms for which a committee member may hold office.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, and is eligible for re-election.
- (6) The Roles and Responsibilities of the office Bearers, as well as that of ordinary committee members who are selected by the Management Committee to perform certain roles and functions (not pertaining to the Executive), are detailed in Part 8 – By Laws of the Association.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

17. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (3)

18. Treasurer

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

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

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

20. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the committee to whom a proposed resolution referred to in sub clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the transaction of business of a meeting of the committee must consist of 3 members of the committee of which at least 1 member must be an office-bearer.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22. Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted. At least one existing committee member must be an office bearer of the association
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

23. Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24. Delegation by committee to sub-committee

- (1) The President of the association will automatically become the Chair on all sub-committees that are formed by the Management Committee, and has the power to delegate the Chair if he/she is not available, or if he/she needs to recuse themselves from a particular sub-committee for whatever reason.
- (2) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (3) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub- committee in accordance with the terms of the delegation.
- (4) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

- (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) If a decision needs to be made outside of a Management committee meeting, (and the matter is time sensitive, critical, or in the best interests of the association), the Executive of the association has the power to:
 - (a) Give due consideration to and making such a decision by taking a vote;
 - (b) If the vote is passed, make a record of the reason/s for making such a decision and any subsequent action/s and/or outcome/s, as a result of that decision; and,
 - (c) table that decision for discussion at the very next Management Committee meeting.

Part 4 - GENERAL MEETINGS

26. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 27 (2) (b) of the Act.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of sub clause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub clause (1), the intention to propose the resolution as a special resolution.

Note: A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and

- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

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

33. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Sub clause (2) applies to a method determined by the committee under sub clause (1) (a) in the same way as it applies to a show of hands.

- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34. Special resolutions

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

35. Voting

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

36. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

37. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

38. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

39. Insurance

- (1) The association must effect and maintain insurance, including but not limited to:
 - (a) Public Liability insurance to a minimum of \$10,000,000.
 - (b) Association Liability insurance to a minimum of \$1,000,000.
 - (c) Retention and implementation of an appropriate Risk Management Program.

40. Funds - source

- (1) The funds of the association are to be derived from fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 1 or 2 office bearers authorised to do so by the committee.
- (3) Electronic accounts may be operated by a member or members of the association as authorised by the committee.

42. Association is non-profit

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
- (2) No remuneration or other benefit in money or money's worth shall be given by the association to any member except for repayment of out-of-pocket expenses on presentation of appropriate receipts.

Note: Section 5 of the Act defines pecuniary gain for the purpose of this clause.

43. Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses in the winding up of the association.

44. Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

45. Custody of books etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

46. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on request.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

47. Service of notices

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

48. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30th June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st July and ending on the following 30th June.

PART 6 - HORSE REGISTRATIONS

49. New Registrations

- (1) Applications for Registration of a Standardbred will only be accepted if lodged by a financial member of the association.
- (2) There is no limit to the number of horses that may be registered by a member, except when this member is under 18 years of age, when the maximum of horses that can be registered is 2.
- (3) Applications for Registration are to be made on the form so provided by the association and must include:
 - (a) supporting documentation as detailed on the registration form, and
 - (b) a fee, as determined by the committee from time to time.
- (4) Acceptance of Registration is at the discretion of the Registrar, or in case of dispute, the committee.
- (5) Acceptance for Registration does in no way indicate or imply that the Horse is in any way eligible for Harness Racing.
- (6) The association will not become involved in any disputes of ownership.

50. Transfer of Registration

- (1) The applicant must be a financial member of the association.
- (2) Applications for Transfer of Registration are to be made on the form so provided by the association and must include:
 - (a) supporting documentation as detailed on the transfer of registration form, and
 - (b) a fee, as determined by the committee from time to time.
- (3) Acceptance of Transfer of Registration is at the discretion of the Registrar, or in case of dispute, the Committee.

51. Period of Registration

- (1) Registration is for the life of the horse.
- (2) It is the responsibility of the Registered Owner to notify the Association of the death of any Registered horse. The notification must be in writing to the Registrar.

52. Certificate of Registration

- (1) A Certificate of Registration will be issued by the association to all Registered horses.
- (2) This Certificate will be voided if altered in any way.
- (3) The Certificate should be produced, as required, for proof of ownership and the identity of the horse.
- (4) The Certificate remains the property of the association.
- (5) Any changes to the details contained in the Certificate e.g.: a Stallion gelded, must be notified in writing to the Registrar, including supporting documentation confirming changes requested.
- (6) A fee, as determined by the Committee from time to time, will be charged for alterations to the certificate.
- (7) Errors or omissions in the production of the Certificate of Registration must be notified in writing, to the Registrar, within 3 months of the date of issue.

53. Copy of Certificate

- (1) A copy of a Certificate of Registration may be requested by the Registered owner if the original document is lost or damaged.
- (2) The request should be in writing to the Registrar of the association.

54. Records

The Registrar of the Association shall be responsible for the establishment and maintenance of the association's Register of Horses

Part 7 - ASSOCIATION ACTIVITIES

55. Activities

The association shall undertake activities and events in accordance with the objectives of the association as deemed appropriate by the committee. All activities and events are to be run in accordance with the current conditions of insurance and the association risk management plan. Activities and events can include but are not limited to the following:

- (1) Horse Placement/Adoption Program
 - (a) A member of the committee will be designated as the horse placement officer and will be responsible for the day-to-day operation of the placement program, in consultation with the committee.
 - (b) Horses donated to the association become the property of the association.
 - (c) Applications for the placement program will only be accepted from financial members:
 - (j) in writing on the form set out by the association for such a purpose.
 - (ii) including the administration fee as set by the committee, from time to time.
 - (d) Fees paid are not refundable.
 - (e) By accepting a horse, applicants are agreeing to the conditions and provisions of the association's placement program lease agreement.
- (2) Shows and Competitions
 - (a) The association may organise awards for the recognition of Standardbred horses and members of the association competing in any show or competition. Participation in award programs may involve the payment of a fee as set by the committee, from time to time.
 - (b) Where the association organises a show or competition, such an event will be operated in accordance with the provisions of the association's insurance policy and risk management program. The rules of the show or competition may include reference to or adoption of the rules and regulations including but not limited to those of the Show Horse Council of Australasia Inc., EquestrianAustralia.
- (3) Organised Trail Rides

Trail rides organised by the association will be operated in accordance with the provisions of the association's insurance policy and risk management program, and the rules and regulations including but not limited to those of the venue, if applicable.

(4) Other Activities

- (a) Other activities organised by the association will be operated in accordance with the provisions of the association's insurance policy and risk management program, and the rules and regulations including but not limited to those of the venue, if applicable.
- (b) Members of the association and their horses (whether or not horses are registered with the association) participating in any event not organised by the association will participate under the rules, regulations and/or policies of the organisers of the event. It is the responsibility of the competitor to be aware of and abide by the rules, regulations and/or policies of the organisers of the event.

PART 8 - BY-LAWS

56. By-Laws

- (1) The By-laws of the association provide general and specific details on how positions within the Executive and other roles within the Management Committee and any sub-committee are to be executed.
- (2) The By-laws of the association will not conflict directly or indirectly with the *Associations Incorporation Act 2009* or the Constitution of the association. Where there is a discrepancy, the Act and then the Constitution takes precedence.
- (3) The By-laws include documents pertaining to the operational activities of the association, additional duties of the Executive, and the duties of ordinary committee members assigned to specific roles for a period of time and/or Event.
- (4) The By-laws of the association can be altered, amended or removed, in part, by a vote of the Management Committee.
- (5) If the Management Committee passes a resolution relating to an addition or alteration of the By-laws, the changes must be updated as soon as possible, after such a resolution is passed, stating the motion and the date of inception.