

# **SOUTH AUSTRALIAN ENDURANCE RIDERS ASSOCIATION INC.**

## **CONSTITUTION**

**Ratified at SAERA EGM, November 10th 2019**

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## SECTION ONE – GENERAL MATTERS

### Clause 1 NAME

The name of the organization shall be the “South Australian Endurance Riders Association” herein referred to as ‘SAERA” or “The Association” or “The Division”

### Clause 2 DEFINITIONS

**The ACT** - *Associations Incorporation Act 1985 (SA)*, as amended from time to time.

**AERA** – Australian Endurance Riders Association

**AERA delegates** – SAERA members (up to 2) who represent SAERA on the AERA committee

**AERA riding rules** – rules, guidelines, policies and procedures as adopted by AERA as amended from time to time

**AERASPACE** – The AERA national database

**ANNUAL GENERAL MEETING (AGM)** – the annual meeting of the members of the Association

**The ASSOCIATION** – South Australian Endurance Riders Association

**CHAIRPERSON** – the person Chairing a committee or general meeting

**COMMITTEE** – The committee that has management of the business of the Association (also known as the State Management Committee – SMC)

**COMMITTEE MEETING** – a meeting of the committee held in accordance with this Constitution

**COMMITTEE MEMBER** – a member of the committee

**CONSTITUTION**- means the South Australian Endurance Riders Association Inc Constitution, which constitutes the rules of the Association as prescribed by The Act.

**DISCIPLINARY APPEAL MEETING** - a general meeting of the members of the Association convened to hear an appeal against the finding of the disciplinary subcommittee

**DISCIPLINARY SUBCOMMITTEE** – a subcommittee of the disciplinary panel convened to deal with a specific disciplinary matter

**DISCIPLINARY PANEL** – the panel appointed annually at the AGM to deal with matters of discipline

**The DIVISION** – South Australian Endurance Riders Association

**EXECUTIVE COMMITTEE** – a subcommittee of the SMC, consisting of the President, Vice-President, Secretary and Treasurer

**FINANCIAL YEAR** – from 1 January to 31 December of the same calendar year

**FINANCIAL MEMBER** - means any individual Member who has no outstanding fees to the Association

**MEMBER** – a member of the Association as described in Section 2 Clause 6

**MEMBERSHIP YEAR** – from 1 January to 31 December of the same calendar year

**The REGISTRAR** – the Registrar of incorporated Associations

**SPECIAL GENERAL MEETING** – a meeting of the members of the Association called separately from the Annual General Meeting as per Section 4 Clause 14

**STATE MANAGEMENT COMMITTEE (SMC)** – The committee that has management of the business of the Association

**VOTING MEMBER** – a member of the Association who is entitled to vote at a general meeting – Annual General Meeting, Special General Meeting or Disciplinary Appeal Meeting

### **Clause 3      AIM**

- 3.1      The aim of the Association is to promote, foster and administer the sport of Endurance Horse Riding in the State of South Australia

### **Clause 4      RESPONSIBILITIES**

The Association shall:

- 4.1      Be affiliated with the Australian Endurance Riders Association (AERA)
- 4.2      Establish a ride calendar of affiliated endurance rides within the State division area
- 4.3      Affiliate endurance rides and provide the necessary ride stationary to ride organizers
- 4.4      Keep full and accurate records of all endurance rides in South Australia and conduct point score competitions for members
- 4.5      Liaise between the AERA and clubs affiliated with the Association and members of the Association
- 4.6      Determine the standards for “short” (less than 80km) rides and junior riders, to apply within the province of the Association
- 4.7      Supervise the annual conduct of the State Championship, an Endurance Ride over a distance of not less than 160km within a maximum elapsed time of 24 hours

- 4.8 Train and approve “Vetting Stewards” by procedure and standards determined by the AERA National Council, at the committee’s discretion
- 4.9 Provide effective liaison with the veterinary profession and other relevant bodies
- 4.10 Collect Association membership and affiliation fees
- 4.11 Consider disputes not settled at rides or at Club meetings and recommend appropriate action

**Clause 5      POWERS**

- 5.1 The Club shall have all the powers conferred by Section 25 of the Act.

## SECTION TWO – MEMBERSHIP

### Clause 6 CATEGORIES OF MEMBERSHIP

6.1 Membership of the Association is open to any person who supports the Aims (Clause 3) and Responsibilities (Clause 4) of the South Australian Endurance Riders Association

6.2 The membership of the Association may include the following categories;

- Ordinary member
- Junior member
- Non-riding member
- Honorary non-riding member
- Life member
- Such other classes of membership as defined by the SMC from time to time

#### 6.3 Ordinary membership

An Ordinary Member of the Association is;

6.3.1 A financial member who is 18 years of age or over. A member attaining 18 years of age during the membership year shall be deemed an Ordinary Member for that entire year.

6.3.2 Considered a member as defined by the Riding Rules of AERA

6.3.3 Entitled to vote at any General Meeting of the Association unless;

6.3.3.1 Less than 21 business days have passed since he/she became a member of the Association or;

6.3.3.2 The member's membership rights have been suspended for any reason

6.3.4 Entitled to compete in affiliated endurance events subject to the Association rules and the rules of AERA

6.3.5 Entitled to receive notice of General Meetings in the manner and time prescribed by this Constitution

6.3.6 Entitled to submit items of business for consideration at a general meeting

6.3.7 Entitled to have access to the Minutes of general and committee meetings after they have been approved by the SMC

6.3.8 Entitled to attend committee meetings, with exception of 'confidential' SMC discussions as defined on the SMC Agenda prior to each committee meeting

#### 6.4 Junior Membership

A Junior Member of the Association is;

- 6.4.1 A financial member who is 17 years of age or under for the entirety of the membership year
- 6.4.2 Entitled to compete in affiliated endurance events subject to the Association rules
- 6.4.3 Entitled to have access to the Minutes of general and committee meetings after they have been approved by the SMC
- 6.4.4 Entitled to attend committee meetings, with exception of 'confidential' SMC discussions as defined on the SMC Agenda prior to each committee meeting
- 6.4.5 Not entitled to vote at general meetings or in other affairs of the Association

#### 6.5 Non-riding membership

A Non-riding Member of the Association is;

- 6.5.1 A financial member who is not entitled to compete in endurance rides
- 6.5.2 Allowed to ride in training and introductory rides upon payment of day membership fees as set by the Association
- 6.5.3 Entitled to have access to the Minutes of general and committee meetings after they have been approved by the SMC
- 6.5.4 Entitled to attend committee meetings, with exception of 'confidential' SMC discussions as defined on the SMC Agenda prior to each committee meeting
- 6.5.5 Not entitled to vote at general meetings or in other affairs of the Association

#### 6.6 Honorary non-riding membership

An Honorary non-riding member of the Association is;

- 6.6.1 A person whose skills are required to for the Association to achieve its Aim (Clause 3) and Responsibilities (Clause 4), who needs membership of the Association to undertake their duties but who does not ride. Examples include veterinarians and chief stewards
- 6.6.2 Not required to pay fees to the Association to maintain their membership for the membership year
- 6.6.3 Appointed by the Committee at the start of the membership year or at other times when such an appointment may be necessary

- 6.6.4 Allowed to ride in training and introductory rides upon payment of day membership fees as set by the Association
- 6.6.5 Not entitled to vote at general meetings or in other affairs of the Association

## 6.7 Life Membership

A life member of the Association is;

- 6.7.1 A member that has provided extraordinary service to the sport of Endurance Riding in South Australia
- 6.7.2 To be nominated for life membership by at least two other ordinary or life members in writing to the Committee at least 28 days prior to the SAERA Annual General Meeting. The nomination must appear in the agenda papers provided to SAERA members prior to that AGM
- 6.7.3 Provided with the title of Life Member after approval at an AGM by a majority of the voting members present
- 6.7.4 Not required to pay a membership fee to maintain membership of SAERA for the remainder of their life
- 6.7.5 Entitled to the same voting, riding and other rights as an Ordinary Member (as per Clause 6.3)

## **Clause 7 APPLICATION FOR MEMBERSHIP**

### 7.1 Application for membership

- 7.1.1 To apply for membership of SAERA, the person seeking membership will complete and sign a designated membership form and submit the form, along with any application fees to the SAERA Membership Officer or approved delegate
- 7.1.2 The Membership Officer (or approved delegate) shall confirm that the person is entitled to membership of SAERA and approve membership, pending confirmation at the next Committee meeting
- 7.1.3 If the application for membership is approved, the Membership Secretary shall;
  - 7.1.3.1 Determine the appropriate class of membership
  - 7.1.3.2 Allocate a unique Membership Number as supplied by AERASPACE
  - 7.1.3.3 Enter the applicant's name on the AERASPACE register

- 7.1.3.4 As soon as practicable, notify the applicant in writing of these details
- 7.1.4 If the Membership officer does not believe that the person is entitled to SAERA membership, he/she must;
  - 7.1.4.1 Inform the applicant that their application is to be determined by the SMC
  - 7.1.4.2 If the SMC uphold the decision not to grant membership, the applicant is to be informed as soon as practicable of this decision
  - 7.1.4.3 If the applicant wishes to appeal this decision, the process would be as for an appeal against a decision of the Disciplinary Subcommittee (Section 2 Clause 9 and SAERA Disciplinary Policy Document)
- 7.1.5 An application for Day Membership may be approved by a ride secretary and must be reported to the Association within 7 days of the application
- 7.2 Annual Subscription Fee
  - 7.2.1 At a meeting prior to the Annual General Meeting, the Committee shall determine the SAERA Annual Subscription Fee for the following membership year for all membership categories
  - 7.2.2 The fees will be notified to the membership in the Agenda papers for the Annual General Meeting
  - 7.2.3 The Committee may decide to offer a discount for existing members who pay their membership fees within one (1) month of the beginning of the membership year (by January 31<sup>st</sup>)
  - 7.2.4 The rights of a member (including the right to vote and to ride in Endurance Rides) who has not paid the full annual subscription fee within two (2) months of the beginning of the membership year (by February 28<sup>th</sup>) are suspended until the subscription is paid
  - 7.2.5 A member who has not paid their annual subscription fee within three (3) months of the beginning of the membership year (by March 31<sup>st</sup>) shall cease to be a member of the Association.
    - 7.2.5.1 In the case of 7.2.5, a new member application form will need to be submitted to re-commence membership (as per Clause 7.1), which may include an application fee



7.2.6 A new member applying for membership after March 31<sup>st</sup> will pay a subscription fee for the remainder of the membership year that may be either;

- The full annual fee
- A pro rata annual subscription based on the remaining part of the membership year
- A fixed amount determined from time to time by the Association, this fixed amount being less than the full annual fee

### 7.3 Cessation of Membership

The membership of a person will cease under the following circumstances;

7.3.1 The member resigns from SAERA

7.3.1.1 Any financial member of SAERA may resign from SAERA by giving written notice to the Membership Officer with at least 30 days notice of the date of resignation

7.3.1.2 When the date of resignation is reached, the Membership Officer shall record this date in the Register

7.3.1.3 From the date of the resignation, all rights of membership of the Association are forfeited

7.3.1.4 The SMC may, but is not obliged to, consider a part refund of paid subscription fees to a resigning member

7.3.2 The member is expelled from SAERA (as per Clause 9 and the SAERA Disciplinary and Grievance Policy)

7.3.3 The member is unfinancial – that is, the annual subscription fee has not been paid in full within three (3) months of the beginning of the membership year (as per Clause 7.2.5).

7.3.4 Death of the member

### 7.4 Register of members

The Membership Officer or approved delegate must keep and maintain a register of members on AERASPACE that includes the following details for each current member, where possible;

- The member's full name
- The category of membership for the member
- The postal address for notice last given by the member
- A mobile or fixed line telephone number, if available
- An email address for the member, if available

- The date that membership of SAERA commenced
- Any other information as determined by the Committee
- For each former member, the date of ceasing to be a member

**Clause 8      RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP**

8.1      Members acknowledge and agree that;

8.1.1          These Rules constitute a contract between each of them and SAERA and that they are bound by the Rules and the By-Laws of both SAERA and AERA

8.1.2          They shall comply with and observe the rules in this Constitution, the rules and any By-Laws of AERA and any policy, determination or resolution which may be made or passed by the Management Committee or any duly authorised committee

8.1.3          By submitting to these Rules and the By-Laws they are subject to the jurisdiction of SAERA

8.1.4          The Rules and By-Laws of both SAERA and AERA are necessary and reasonable for promoting the purposes of SAERA

8.1.5          They are entitled to all benefits, advantages, privileges and services of their membership as determined by the Management Committee

8.2      Members may by virtue of membership of SAERA:

8.2.1          Express in writing or otherwise their views and opinions to the Management Committee and in any meeting in respect of which they are entitled to participate in accordance with these Rules

8.2.2          Engage and participate in any activity approved, sponsored or recognised by SAERA

8.2.3          Conduct any activity approved by SAERA

8.3      A right, privilege or obligation of a person by reason of their membership of SAERA

8.3.1          Cannot be transferred or transmitted to another person, with the exception of the use of a proxy at General Meetings of the Association, in accordance with these rules

8.3.2          Terminates upon the cessation of membership (as per Clause 7.3)

**Clause 9      DISCIPLINARY ACTION**

- 9.1            The Association may take disciplinary action against a member in accordance with this section if it is determined that the member has
- 9.1.1           Breached, failed, refused or neglected to comply with a provision of the AERA rules, this Constitution, the responsibilities of membership as set out in Clause 8, the By Laws or any other resolution or determination of the Management Committee or duly authorised committee
- 9.1.2           Acted in a manner unbecoming of a Member
- 9.1.3           Acted in a manner prejudicial to the aims and responsibilities of the Association or Endurance Riding
- 9.1.4           Brought SAERA or Endurance Riding into disrepute
- 9.1.5           Allowed their horse to injure or damage or put any person, horse or property at unnecessary or unreasonable risk
- 9.2            The process to be undertaken under the circumstances described in Clause 9.1 is defined in the document entitled “SAERA Disciplinary and Grievance Policy”.
- 9.3            The SAERA Disciplinary and Grievance Policy is to be reviewed annually at the first SMC meeting after every AGM. Alterations to the policy can be made by the SMC by majority vote at that meeting

**Clause 10      RESOLUTION OF GRIEVANCES**

- 10.1           From time to time there will be disagreements within the Association that require resolution. Such disputes may be between;
- A member and another member
  - A member and the Committee;
  - A member and the Association.
- 10.2           The process to be undertaken under the circumstances described in Clause 10.1 is defined in the document entitled “SAERA Disciplinary and Grievance Policy”.
- 10.3           The SAERA Disciplinary and Grievance Policy is to be reviewed annually at the first SMC meeting after every AGM. Alterations to the policy can be made by the SMC by majority vote at that meeting

## SECTION THREE – STATE MANAGEMENT COMMITTEE

### Clause 11 COMPOSITION OF THE COMMITTEE

- 11.1 The affairs of the Association shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the aims and responsibilities of the Association, and are not by the Act or by this Constitution required to be done by the Association at a General Meeting
- 11.2 Ordinary or life members of the Association are eligible to be elected or appointed as a committee member
- 11.3 The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution are silent
- 11.4 The Committee shall be comprised of a minimum of five (5) and a maximum of ten (10) persons and consist of the following officers
- President
  - Vice President
  - Secretary
  - Treasurer
  - Up to six (6) general committee members (numbered 1 through 6)
- 11.5 Two SAERA members will be elected to the positions of AERA delegate
- 11.5.1 It is preferable if both, or at least one, of the AERA delegates are members of the SMC
- 11.5.2 If the SMC is not able to provide AERA delegates from within its ranks, an ordinary or life SAERA member who is not on the SMC can be appointed to the position of AERA delegate. This person then becomes an ex-officio (non-voting) of the SMC
- 11.6 The persons holding the positions of President, Vice President, Secretary and Treasurer will collectively be known as the Executive Committee
- 11.6.1 All members of the Executive Committee must have a National Police Clearance
- 11.6.2 The Executive shall keep in their custody or control all books, documents and securities of the Association
- 11.7 Each member of the Committee shall hold office for a term of two (2) years

- 11.8 After serving on the committee for three (3) consecutive two year terms, a member of the SMC must retire for a minimum of one (1) year before they are eligible for re-election to any SMC position
- 11.9 No more than two (2) members of the same nuclear family may be members of the SMC at the same time
- 11.10 In addition to the Committee, a SAERA Head Veterinarian will be appointed at each AGM
  - 11.10.1 The Head Vet is an ex-officio member of the committee, welcome but not expected to attend committee meetings and is to be available to the SMC for advice and guidance
  - 11.10.2 The Head Vet must retire from this position after six (6) years and is not eligible for re-election for a minimum of one (1) year
- 11.11 Committee members may resign from the committee by written notice to the committee
- 11.12 Committee members may be removed from office in any of the following circumstances
  - 11.12.1 Disqualified by the Act
  - 11.12.2 Expelled from SAERA under this Constitution
  - 11.12.3 Dies or is permanently incapacitated by ill health
  - 11.12.4 Becomes insolvent within the meaning of incorporations law
  - 11.12.5 Is prohibited from being a director of a company with the meaning of incorporations law
  - 11.12.6 Is absent without apology and without leave of absence from three (3) consecutive meetings or for four (4) or more meetings in a 12-month period (from the time of appointment), of which such member has been given due notice
  - 11.12.7 Is absent with apology but without leave of absence from five (5) or more consecutive meetings or for six (6) or more meetings in a in a 12-month period (from the time of appointment), of which such member has been given due notice
- 11.13 Leave of absence can be granted to a committee member if the committee member is unable, for whatever reason (except those listed in Clause 11.12), to fulfil their duties for a period of less than six months

- 11.14 If a committee member is unable to fulfil their duties for a period of greater than six months, they are required to resign from the committee
- 11.15 The committee shall run meetings to administer the Association in accordance with the document entitled "SAERA State Management Committee Meetings Policy"
- 11.16 The SAERA State Management Committee Meetings Policy document is to be reviewed annually at the first SMC meeting after every AGM. Alterations to the policy can be made by the SMC by majority vote at that meeting

## **Clause 12 ELECTION OF COMMITTEE MEMBERS**

12.1 Election of Committee Members occurs at the Annual General Meeting of the Association

12.1.1 At each AGM one half of the members of the Committee shall retire from the Committee but shall be eligible for reappointment, unless they have served the maximum consecutive terms as described in Clause 11.8

12.1.1.1 The positions of President, Secretary, and three General Committee Persons (Numbers 2, 4 & 6), shall be vacated at the AGM of any year which ends in an even number

12.1.1.2 The positions of Vice President, Treasurer, and three General Committee Persons (Numbers 1, 3 & 5) shall be vacated at the AGM of any year which ends in an odd number

12.2 Nominations

12.2.1 The Secretary shall call for nominations of candidates for election as members of the Management Committee when the agenda papers for the AGM are distributed to the membership. Nominations must be;

12.2.2.1 Made in writing, signed by two (2) voting members of the Association and accompanied by the written consent of the nominee on the approved form,

12.2.2.2 Delivered to the Secretary of SAERA not less than 7 days before the date fixed for the holding of the Annual General Meeting.

- 12.2.2 A candidate may be nominated for more than one vacancy on the Management Committee, but if voted into the first vacant position the second nomination automatically lapses.
- 12.2.3 If insufficient nominations are received to fill all vacancies on the Management Committee the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting
- 12.2.4 If the number of nominations received is equal to the number of vacancies to be filled in any position, the person(s) nominated shall be deemed to be elected. There shall be no further nominations called for that position at the AGM

### 12.3 Election of Executive

- 12.3.1 At the annual general meeting, separate elections must be held for each of the Executive Positions that have been vacated (as per Clause 12.1.1)
- 12.3.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 12.3.3 If more than one member is nominated, a ballot must be held in accordance with Clause 12.5
- 12.3.4 On his or her election, the new President may take over as Chairperson of the meeting.

### 12.2.4 Election of general committee members

- 12.4.1 The positions of three (3) general committee members will become vacant at each AGM, as well as any positions that have become vacant, for any reason, since the last AGM
- 12.4.2 A single election may be held to fill all of those positions
- 12.4.3 If the number of members nominated for the position of general committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position
- 12.4.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with Clause 12.5.

### 12.5 Ballot

- 12.5.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

- 12.5.1.1 The returning officer must not be a member nominated for the position
- 12.5.2 The election must be by secret ballot
- 12.5.3 The returning officer must give a blank piece of paper to each member present in person
- 12.5.4 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote
- 12.5.5 If the ballot is for more than one position, the voter must write on the ballot paper the name of each candidate for whom they wish to vote, up to the total number of positions vacant
- 12.5.6 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 12.5.7 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes
- 12.5.8 If the returning officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must either;
  - 12.5.8.1 Conduct a further election for the position in accordance with this Constitution to decide which of those candidates is to be elected; or
  - 12.5.8.2 With the agreement of those candidates, decide by lot (eg drawing a name out of a hat) which of them is to be elected.
- 12.6 Filling casual vacancies
  - 12.6.1 The Committee may appoint an eligible member of the Association to fill a position on the Committee that either;
    - 12.6.1.1 Has become vacant under Clause 11.11 or 11.12, or
    - 12.6.1.2 Was not filled by election at the last Annual General Meeting.
  - 12.6.2 Any committee member appointed by the Committee under Clause 12.6 shall only have a term of office until the next Annual General Meeting.
  - 12.6.3 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, unless their number is reduced below the number fixed by this Constitution as the necessary quorum of the Management Committee



## **SECTION FOUR – GENERAL MEETINGS OF THE ASSOCIATION**

### **Clause 13 – ANNUAL GENERAL MEETING**

13.1 The committee must convene an Annual General Meeting of the Association within every membership year

13.1.1 If it is not possible, for whatever reason, to convene the AGM by the end of a membership year, it must be convened within two (2) months of the end of the membership year (by February 28<sup>th</sup>)

13.1.2 A delayed AGM (as per Clause 13.1.1) will be considered the AGM of the previous membership year and will not suffice as the AGM of the year in which it was held

13.2 The committee shall determine the date, time and place of the Annual General Meeting

13.3 The business to be conducted at an AGM is as follows;

13.3.1 To confirm and document those members that are present, those who have provided their proxy to another member (as per Clause 15.2) and those who have provided an apology for the meeting

13.3.2 To confirm the Minutes of the previous AGM and any Special General Meeting that has been held since the previous AGM

13.3.3 To receive and consider the President's report on the activities of the Association over the previous year

13.3.4 To receive and consider the Treasurer's report (requirements detailed in Clause 18.7.4) and;

13.3.4.1 To receive and consider any changes to the Association's Subscription Fees and Ride Fees as tabled by the Treasurer that are to take effect for the following membership year

13.3.4.2 To appoint an auditor for the following financial year

13.3.5 To receive and consider any other reports that have been tabled by members of the committee or ex-officio members of the committee, such as the Head Veterinarian and the AERA representatives

13.3.6 To elect eligible members to the vacated positions on the Committee (as per Clause 12 of this Constitution)

13.3.7 To elect members of the Disciplinary Panel

13.3.7.1 If all places on the disciplinary panel are not filled during an AGM, the membership may instruct the new Committee to

appoint suitable members to fill the vacant positions after the AGM

13.3.8 To elect the South Australian AERA representatives

13.3.8.1 If the positions of AERA representatives are not filled during an AGM, the membership may instruct the new Committee to appoint suitable members to fill the vacant positions after the AGM

13.3.9 To appoint the Head Veterinarian for the Association

13.3.9.1 If the role of Head Vet is not filled during an AGM, the membership may instruct the new Committee to appoint suitable members to fill the vacant positions after the AGM

13.3.10 To elect Life Members of the Association if any proposed (as per Clause 6.7.2)

13.3.11 To receive and consider any other business of which notice has been given as per Clause 15.1.5

#### **Clause 14 SPECIAL GENERAL MEETINGS**

14.1 Any general meeting of the Association, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting (SGM) of the Association

14.2 The Committee may convene an SGM at any time, in accordance with the Rules of Notice of Meetings in Clause 15

14.3 The Committee must convene a Special General Meeting of the Association if a request is made to do so (in accordance with Clause 14.4) by fifteen (15) or more financial and voting members of the Association

14.4 For members to request an SGM, the request must;

14.4.1 Be in writing and sent (by mail or email) or hand delivered to the Secretary

14.4.2 State the business to be considered at the meeting and any resolutions to be proposed

14.4.3 Include the names and signatures of the members requesting the meeting

14.5 A Special General Meeting requested by the Members in accordance with Clause 14.3 and 14.4 must be convened by the Committee within two (2) months of the date of the request

- 14.5.1 If, and only if, the Committee does not convene an SGM within 2 months of the request being received, the members may convene the SGM to consider the matter outlined in the request
- 14.5.2 An SGM convened by the members as per Clause 14.5.1 will have all of the powers of a General Meeting of the Association as outlined in this Constitution
- 14.5.3 If an SGM is convened by the members as per Clause 14.5.1, the Association must reimburse all reasonable expenses incurred by those members convening this meeting

**Clause 15      DOCUMENTATION FOR GENERAL MEETINGS**

**15.1      Notice of General Meetings**

- 15.1.1 The Secretary (or in the case of an SGM convened under Clause 14.5.1, the members convening the meeting) must give notice of the meeting to each member of the Association at least 21 days' notice of a General Meeting
- 15.1.2 Notice of a SAERA AGM or SGM is deemed to have been given if such notification appears on the SAERA website and Facebook Page 21 or more days prior to the meeting and;
  - 15.1.2.1      There is attempted personal notification of all SAERA members of the intended AGM/SGM 21 or more days prior to the meeting
  - 15.1.2.2      For all members with an email address on the SAERA membership register, by electronic mail
    - 15.1.2.2.1      When a notice is set by electronic mail, service of the notice shall be deemed effective if it is correctly addressed according to the current membership register and mailed to the member via a commercial electronic mail service
  - 15.1.2.3      For all members without an email address on the SAERA membership register, by post
    - 15.1.2.3.1      When a notice is set by post, service of the notice shall be deemed effective if it is correctly addressed according to the current membership register and mailed to the member by ordinary prepaid mail
- 15.1.3 The notice must contain the following;
  - 15.1.3.1      The date, time and place of the meeting

- 15.1.3.2 A proposed Agenda for the type and order of business
- 15.1.3.3 For an AGM, a request for nominations for the committee positions that are to be vacated at the AGM (as per Clause 12.2), nominations for the Disciplinary Panel and nominations for the position of Head Veterinarian. For nominations to be valid prior to the AGM, they need to have been received by the Secretary no less than 7 days prior to the date of the AGM
- 15.1.4 If a Special Resolution is to be proposed, the notice must state in full the proposed resolution and the intention to treat the resolution as a Special Resolution
  - 15.1.4.1 A Special Resolution requires not less than three quarters of the votes to pass (all other resolutions require an absolute majority only)
  - 15.1.4.2 A Special Resolution is used only for certain matters defined in the Act, as well as for other major issues such as the passing of changes to this Constitution and the removal of a Committee Member from office
  - 15.1.4.3 It is up to the committee to decide whether a resolution qualifies for Special Resolution status
  - 15.1.4.4 For resolutions proposed on the day of a General Meeting, it is up to the Chair to decide whether a resolution qualifies for Special Resolution status
- 15.1.5 A member who intends to bring any new business before a general meeting must notify the secretary of that intention in writing within 7 days of the date of the meeting.
  - 15.1.5.1 The member's notice shall include the nature of the business that is to be discussed and any motions that are to be proposed at the meeting
- 15.2 Provision of proxy votes at General Meetings
  - 15.2.1 A voting member may appoint another voting member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting
  - 15.2.2 The appointment of a proxy must be in writing and signed by the voting member making the appointment
  - 15.2.3 The voting member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf

15.2.4 A form appointing the proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting

15.2.5 A form appointing a proxy sent by post or email will not be deemed effective unless it has been received by the Secretary no later than 24 hours prior to the commencement of the General meeting

### 15.3 Minutes of General Meetings

15.3.1 The Secretary (or approved delegate) must ensure that Minutes are taken and kept at each General Meeting

15.3.2 The Minutes must include the following;

15.3.2.1 The names of those members attending the meeting, those who have given their apologies and those who have appointed proxies for the meeting

15.3.2.2 The business considered at the meeting

15.3.2.3 Any resolution on which a vote was taken and the result of that vote

15.3.2.4 For an AGM, the names of those members elected or appointed to Committee Positions, AERA representatives, the Disciplinary Panel and the Head Veterinarian

15.3.2.5 For an AGM, the financial statements submitted to the members by the Treasurer including any audited accounts or auditor's report that has been received since the last AGM

15.3.3 The draft Minutes must be submitted to the new Committee as soon as practicable after a General Meeting, but no later than 30 days after that meeting

15.3.4 If the new Committee is satisfied that the Minutes are a true reflection of the General Meeting, they are to be posted on the Association's website as soon as practicable, but no later than 60 days after the General Meeting, along with a disclaimer that these are Minutes are unverified and will be formally presented to the members for a vote at the next AGM

## **Clause 16 PROCEDURES FOR GENERAL MEETINGS**

### 16.1 Quorum at General Meetings

16.1.1 No business may be conducted at a General Meeting unless a quorum of members is present

16.1.2 The quorum for a General Meeting (including members physically present and those who have appointed proxies) shall be twice the number of members on the current SMC plus one extra person

16.1.3 If a quorum is not present within 30 minutes of the notified time of commencement of a General Meeting,

16.1.3.1 In the case of a General Meeting convened by the SMC, the meeting shall be adjourned to a date, time and place decided by those present

16.1.3.1.1 The details of the new date, time and place for the new General Meeting shall be posted by the Secretary on the Association's website and Facebook page as soon as practicable

16.1.3.2 In the case of a General Meeting convened by or at the request of members under Clause 14.4 and 14.5, the meeting shall be dissolved and the matter to be discussed will be considered to have been dealt with

16.1.3.2.1 In the case of a dissolved meeting as per Clause 16.1.3.2, if the members that convened or requested the meeting require the business to be considered, a new application for a Special General Meeting will need to be made as per Clause 14.4 and 14.5

16.1.4 If a quorum is not present within 30 minutes of the time of the start of the adjourned General Meeting, then the members present may proceed with the business of the meeting as if a quorum were present

## 16.2 Adjournment of General Meeting when a quorum is present

16.2.1 The Chair of a General Meeting at which a quorum is present may adjourn the meeting with the consent of a majority of the members present if either;

16.2.1.1 There is insufficient time to deal with the business at hand or;

16.2.1.2 The members present need more time to consider an item or items of business

16.2.2 The date, time and place for the resumption of an adjourned meeting shall be decided and agreed upon by the members present at the General Meeting

16.2.3 The meeting shall not be adjourned to a date that is longer than 14 days from the date of the General Meeting

16.2.4 At the resumption of an adjourned General Meeting, only those members who were present at the initial meeting shall be entitled to be involved in the discussion and to vote at the resumption

16.2.5 No business may be conducted at the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned

16.2.6 There shall be no requirement for the Secretary to inform the membership, other than those present at the initial meeting (who shall be informed in person) of the date, time and place that the meeting is to be resumed

### 16.3 Voting at General Meetings

16.3.1 On any question arising at a General Meeting (except for the election of Committee members and other office holders which shall be by secret ballot as per Clause 12) a vote shall be taken by a show of hands

16.3.2 All Ordinary members (who are financial at the time of the General Meeting) and Life members of the Association are entitled to one vote

16.3.3 On the question of acceptance a previous General Meeting's Minutes, only those members who were present at that meeting may vote

16.3.4 Members may hold a vote personally or by proxy, but no member may hold more than five proxys, with the exception of the Chair

16.3.5 In the case of a Special Resolution (as per Clause 15.1.4), only those present may vote, as such proxys will not be accepted

16.3.6 In the case of the election of Committee members and other office holders, only those present at the General Meeting may vote, as such proxys will not be accepted

16.3.7 Members may demand a secret ballot on a question and, in this case, the Chair must take a show of hands to support the secret ballot

16.3.7.1 The Chair must call for a secret ballot if more than 25% of the voting members present at the meeting demand this by show of hands

16.3.7.2 If the vote for a secret ballot is successful as per Clause 16.3.7.1, the Chair must appoint a Returning Officer who is not a member of the SMC

16.3.7.3 A secret ballot on the election of the Chairperson for the meeting or on a question of an adjournment must be taken immediately

16.3.7.4 A secret ballot on any other question must be taken before the close of the meeting at a time determined by the Chairperson

16.3.8 The Chairperson of a General Meeting may, on the basis of a show of hands or on the results of a secret ballot as determined by the returning officer, declare that a resolution has either been;

- Carried
- Carried unanimously
- Carried by an absolute or other majority
- Lost

16.3.9 The Minutes of the meeting must record the results of the vote as declared by the Chair



## **SECTION FIVE – MISCELLANEOUS MATTERS**

### **Clause 17 – PUBLIC OFFICER**

- 17.1 The Club shall appoint a Public Officer as per the Act
- 17.2 The name of the duly appointed Public Officer shall be registered with Consumer & Business Services, or such other body or corporation as may succeed that Organisation, as required by the Act within one (1) month of the AGM.

### **Clause 18 – FINANCIAL MATTERS**

- 18.1 The Financial Year of the Association shall be the same as the Membership Year, from 1 January to 31 December
- 18.2 The funds of the Association may be derived from joining fees, annual subscriptions, ride fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.
- 18.3 The Association must maintain an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited
  - 18.3.1 All funds of the Association must be deposited into the financial account of the Association as soon as practical after receipt.
- 18.3 Subject to any restrictions imposed by a General Meeting of the Association, the Committee may approve expenditure on behalf of the Association
  - 18.4.1 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended
  - 18.4.2 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction
- 18.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) committee members
- 18.6 The Association must keep financial records that correctly record and explain its transactions, financial position and performance and enable financial statements to be prepared as required by the Act

- 18.6.1 The Association must retain the financial records for 7 years after the transactions covered by the records are completed
- 18.6.2 The Treasurer must keep in his or her custody, or under his or her control the financial records for the current financial year any other financial records as authorised by the Committee
- 18.7 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met, including;
  - 18.7.1 The preparation of the financial statements
  - 18.7.2 The review or auditing of the financial statements by an independent auditor if required by the Act
  - 18.7.3 The certification of the financial statements by the Committee
  - 18.7.4 The submission of the financial statements to the Annual General Meeting of the Association. At the AGM, the Treasurer's report shall consist of the following;
    - 18.7.4.1 An up-to-date income, expenditure, profit and loss statement for the membership year to date
    - 18.7.4.2 The details of the Association's current financial position
    - 18.7.4.3 The reconciled and audited financial statements from the previous financial year
    - 18.7.4.4 A recommendation for the appointment of the Association's auditor for the following financial year
- 18.8 The Treasurer will reconcile the accounts as soon as practicable after the end of each financial year and organise for the Association's records to be audited if required by the Act
- 18.9 As soon as the reconciled and audited records have been completed, the Secretary shall inform the membership by placing notice on the Association's website and Facebook page
- 18.10 Once notice of the reconciled and audited records has been posted as per Clause 18.9, financial and voting members of the Association are entitled to view the audited financial records, by request, prior to the next AGM
  - 18.10.1 Such a request shall be in writing and sent to the Secretary of the Association
  - 18.10.2 The Secretary shall contact the member within 28 days and arrange for a hard copy of the audited financial records of the Association to

be viewed by that member in the presence of a member of the executive of the SMC

**Clause 19 - WINDING UP**

- 19.1 The Association may be wound up and/or dissolved by a special resolution passed by a majority of three-quarters of members voting at a General Meeting called for that purpose with required notice
- 19.2 In the event of the winding up of the Association, its funds, after its liabilities have been discharged, shall be devoted to the attainment of aims and responsibilities similar to that of the Association and no member shall be entitled to receive any part of those funds

**Clause 20 - INDEMNITY**

- 20.1 Every office bearer of the Association or committee shall be entitled to be indemnified out of the funds of the Association against any loss, expense or liability incurred or sustained by him/her in the bonafide and proper exercise of his/her duty
- 20.2 Neither the Association, any committee member, nor any office bearer, nor any person acting under the authority of the committee, shall be liable for any act of commission or omission pursuant to the Regulations of the Association or the directions of the committee

**Clause 21 - CONSTITUTION**

- 21.1 The Constitution of the Association shall be posted permanently on the website of the Association until such time as some, or all of the Constitution is revoked
- 21.2 The Constitution may be amended by a special resolution at a General Meeting of members as per Clause 15.1.4, provided that General Meeting has been called and complies with the provisions as to notice herein
- 21.3 Any doubt arising as to the application or meaning of any clause in the Constitution shall be decided by the committee