



**EQUESTRIAN  
NORTHERN TERRITORY**

**CONSTITUTION**

**Of**

**EQUESTRIAN NORTHERN TERRITORY  
INCORPORATED**

Incorporation number 01053C

***THIS IS THE ANNEXURE MARKED "A" REFERRED TO IN THE STATUTORY DECLARATION OF***

***ANNE-MARIE CRUICKSHANK***  
***(NAME OF PUBLIC OFFICER)***

***MADE ON THE 10 DAY OF DECEMBER 2020***

***BEFORE ME*** \_\_\_\_\_

***(SIGNATURE OF WITNESS ON STATUTORY DECLARATION)***

# Index

## STATEMENT OF PURPOSES AND RULES

1	INTRODUCTION	3
2	OBJECTS OF THE BRANCH	3
3	POWERS OF THE BRANCH	4
4	APPLICATION OF INCOME	6
5	ADDITION, ALTERATION OR AMENDMENT	6
6	LIABILITY OF MEMBERS	6
7	MEMBER'S CONTRIBUTIONS	6
8	DISTRIBUTION OF PROPERTY ON WINDING UP	6
9	ACCOUNTS	6
10	MODEL RULES	7
11	INTERPRETATION CLAUSE	7
	<b>PART I – INTERPRETATION</b>	
12	INTERPRETATION	8
	<b>PART II – AFFILIATE MEMBERS</b>	
13	AFFILIATE MEMBERS	10
14	AFFILIATE MEMBER CONSTITUTIONS AND RULES	11
15	DELEGATES	11
16	TERMINATION OF AFFILIATE MEMBERSHIP	11
	<b>PART III - MEMBERSHIP</b>	
17	MEMBERS	12
18	SUBSCRIPTIONS, FEES AND LEVIES	12
19	APPLICATION FOR BRANCH MEMBERSHIP (New Members)	12
20	REGISTER OF MEMBERS	13
21	EFFECT OF MEMBERSHIP	13
22	DISCONTINUANCE OF MEMBERSHIP	13
23	DISCIPLINE OF BRANCH MEMBERS	14
	<b>PART IV – GENERAL MEETINGS</b>	
24	GENERAL MEETINGS	17
25	NOTICE OF GENERAL MEETINGS	17
26	SPECIAL RESOLUTIONS	17
27	BUSINESS	17
28	NOTICES OF MOTION	17
29	SPECIAL GENERAL MEETINGS	18
30	PROCEEDINGS AT GENERAL MEETINGS	18
31	VOTING AT GENERAL MEETINGS	19
	<b>PART V – THE BOARD</b>	
32	COMPOSITION OF THE BOARD	20
33	ELECTION OF BOARD	20
34	POWERS OF THE BOARD	20
35	BOARD TO APPOINT OFFICE BEARERS	21
36	VACANCIES OF DIRECTORS	21
37	MEETINGS OF THE BOARD	22
	<b>PART VI – MISCELLANEOUS</b>	
38	DELEGATIONS	23
39	DEFECTIVE APPOINTMENTS	23
40	REGULATIONS	23
41	RECORDS AND ACCOUNTS	23
42	AUDITOR	24
43	NOTICE	24
44	BY-LAWS	24
45	GRIEVANCE AND DISPUTES	24
46	ALTERATION OF STATEMENT OF PURPOSES AND RULES	25
47	INDEMNITY	25
48	DISSOLUTION	25

**STATEMENT OF PURPOSES & RULES**  
**of**  
**EQUESTRIAN NORTHERN TERRITORY INCORPORATED**

**1) NAME OF ASSOCIATION**

The name of the Association is Equestrian Northern Territory Incorporated.

**2) OBJECTS OF THE BRANCH**

The Branch is the peak body for the administration of Equestrian (FEI) Sports in the Northern Territory. The objects for which the Branch is established and maintained are:

- a) create a single uniform entity through and by which participation in Equestrian activities in the Northern Territory can be conducted, promoted, regulated and administered;
- b) to conduct in the Northern Territory such activities as are necessary or appropriate to give effect to, and are not inconsistent with, the objects of Equestrian Australia Limited ("The Federation") as adopted by the Branch;
- c) to conduct, or to permit the conduct in conjunction with the Branch, any activity in the Northern Territory which may be conveniently carried out on premises subject for the time being to the control of the Branch or in Branch with activities related to the horse and pony which is intended to support, financially or otherwise, equestrian interests in the Northern Territory;
- d) to associate or affiliate with other persons or bodies having an interest in the promotion of sport or recreation, equestrian or otherwise, or in equestrian activities;
- e) control, manage and conduct Equestrian competition particularly at State/Territory level;
- f) conduct or commission research and development for improvements in Equestrian activities and Equestrian equipment;
- g) use and protect the Intellectual Property of the Branch;
- h) promote the importance of Equestrian standards, techniques, awards and education to bodies involved in or related to Equestrian sports;
- i) strive for and maintain government, commercial and public recognition of the Branch as the authority on Equestrian activities in the Northern Territory;
- j) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Branch;
- k) ensure that environmental considerations are taken into account in all Equestrian activities and related activities conducted by the Branch;
- l) promote the health and safety of Members;
- m) act as final arbiter on all matters pertaining to the conduct of Equestrian (FEI) activities in the Northern Territory, including disciplinary matters;
- n) establish and conduct educational programs for officials/volunteers in the implementation and interpretation of Equestrian competition rules and standards;
- o) formulate and implement appropriate policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Equestrian sports;
- p) represent the interests of its Members and of Equestrian Sports generally in any appropriate forum;
- q) have regard to the public interest in its operations;
- r) encourage Members to realise their potential and athletic abilities;
- s) encourage and promote performance-enhancing drug free competition;
- t) give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavour other than Equestrian sports;
- u) seek and obtain improved facilities for the enjoyment of Equestrian activities;
- v) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects; and

- w) ensure the Branch is managed in a sustainable manner and in such a way that it does not have a negative net worth at the end of the Financial Year.

**The objects of The Federation as adopted by the Branch are:**

- x) to collate information both from within and without Australia with regard to all matters affecting the horse and the pony, and without prejudice to the generality of the foregoing to collect all available information with regard to the history and development of the horse and pony respectively, their habit, their care and management, their breeding and training, their welfare and the most suitable methods of exhibition;
- y) to co-ordinate and to distribute such information the Australian public, and in particular to members;
- z) to promote the interests of horse and pony breeding and to encourage the use and protection of horses and ponies and stimulate public interest in horses and ponies in the care and the management thereof;
- aa) to promote, facilitate and assist in the acquisition and distribution of knowledge of the various arts and sciences connected with the horse and the pony and the management and use thereof;
- bb) to promote and facilitate scientific research for the purpose of acquiring knowledge of the horse and pony and of furthering the interest of the breeders and owners of horses and ponies, and of improving breeding methods of horses and ponies;
- cc) to print, publish and distribute by sale or otherwise any periodicals or books or leaflets, and to conduct any courses of instruction, lectures or discussions conducive to the promotion and objects of the Federation;
- dd) to promote and/or hold and/or assist in holding exhibitions (including competitions, demonstrations of performance and other displays) of horses and ponies;
- ee) to promote, encourage and organise the entry of equestrian teams in Olympic Games and other competitions international and national;
- ff) to foster relations between equestrian bodies and to act as the peak representative body for equestrian sport in the Northern Territory.

**3) POWERS OF THE BRANCH**

Solely for furthering the objects set out above, and in addition to the rights, powers and privileges provided under the Act, the Branch has power to:

- a) make contributions of money or property calculated to further the objects of The Federation;
- b) make recommendations and to assist in the formulation of rules and regulations governing the holding of exhibitions including recommendations of persons competent to officiate and prepare public panels of approved officials;
- c) carry out such functions within the Northern Territory as may from time to time be delegated to it by The Federation;
- d) determine, collect and recover from members all subscriptions, fees and other charges from time to time due to the Branch;
- e) distribute amongst Members such information as it may receive for that purpose from the Federal Board or elsewhere;
- f) conduct and administer the affairs of the Branch;
- g) generally conduct within the Northern Territory the affairs of The Federation, subject however, to such directions as the Branch may from time to time receive from The Federation;
- h) make By-Laws in the manner and subject to the Rules concerning all matters connected with the conduct of the affairs of the Branch, and the promotion, organisation, administration, regulation or conduct of horse shows and horse events at shows or other exhibitions within the Northern Territory including, without limiting the generality of this provision, by-Laws relating to the registration of horses, affiliation of Show Societies, the conduct of competitors, the eligibility of competitors and horses, the classification of horses, the discipline of competitors and Members of the Branch and the appointment and accreditation of Judges and other officials;
- i) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the Branch and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the Branch, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- j) construct, maintain and alter any houses, building, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the Branch;
- k) borrow or raise money in such manner and on such terms as to the Branch Committee may deem expedient and to secure the repayment of any money borrowed or raised together with any interest payable thereon by debentures, mortgage, bill of sale, charge, bill of exchange or lien upon the whole or any part of the assets or right of the Branch and in like manner to secure and guarantee the performance by the Branch of any obligation or liability it may undertake and to redeem and pay off any such security;
- l) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- m) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Branch's property sold, or any money due to the Branch from any purchasers or others;

- n) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- o) receive money on deposit with or without allowance of interest thereon;
- p) invest and deal with any monies of the Branch, not immediately required for the objects of the Branch, in such manner as may from time to time be determined by the Board;
- q) do all or any of the matters authorised either alone or in conjunction with a person, company or unincorporated body or by or through any factors, trustees or agents;
- r) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Branch, provided the Branch shall only deal with any such trusts in such manner as is allowed by law;
- s) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate performance;
- t) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Branch in the form of donations, annual subscriptions or otherwise;
- u) subscribe to, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of the Branch, so long as that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the Branch's Statement of Purposes and Rules;
- v) print and publish any newspapers periodicals, books or leaflets and develop and implement any computer system or software package that the Branch may think desirable for the promotion of its objects;
- w) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for the carrying out of the objects of the Branch and to pay them in return for services rendered to the Branch, salaries, wages and gratuities, as appropriate;
- x) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for Members or other persons frequenting the premises or facilities of or under the control of the Branch;
- y) subscribe to any charities and to grant donations for any public purpose;
- z) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- aa) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Branch and for that purpose, to utilise any of the assets of or held on behalf of the Branch;
- bb) promote any other person or company for any purpose calculated to benefit the Branch;
- cc) amalgamate with any one(1) or more incorporated bodies having objects altogether or in part similar to those of the Branch and which prohibits the distribution of its or their income and property among is or their members to an extent at least as great as that imposed upon the Branch under its Statement of Purposes and Rules;
- dd) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one (1) or more of the companies, institutions, societies or Associations whose activities or purposes are similar to those of the Branch, or with which the Branch is authorised to amalgamate or generally for any purpose calculated to benefit the Branch;
- ee) transfer all or any part of the property, assets, liabilities and engagements of the Branch to any one (1) or more of the incorporated bodies with which the Branch is authorised to amalgamate;
- ff) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Branch, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- gg) take and effect insurance or seek, obtain and in its discretion act on, any professional advice necessary or appropriate;
- hh) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the Branch; and
- ii) do all such other things as are or conducive to the attainment of the above objects or any of them.

#### **4) APPLICATION OF INCOME**

- a) The income and property of the Branch shall be applied solely towards the promotion of the objects of the Branch as set out in this Statement of Purposes & Rules.
- b) Except as prescribed in this Statement of Purposes:
  - i) no portion of the income or property of the Branch shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
  - ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Branch to any Member who holds any office of the Branch.
- c) Nothing contained in Clauses 4(a) or (b) shall prevent payment in good faith of or to any Member or Director for:
  - i) any services actually rendered to the Branch whether as an employee or otherwise;
  - ii) goods supplied to the Branch in the ordinary and usual course of operation;
  - iii) interest on money borrowed from any Member or Director;
  - iv) rent for premises demised or let by any Member or Director to the Branch;
  - v) any out-of-pocket expenses incurred by the Member or Director on behalf of the Branch; or
  - vi) any other reason;provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

#### **5) ADDITION, ALTERATION OR AMENDMENT**

No addition, alteration or amendment shall be made to the Statement of Purposes or the Rules unless the same has been approved by a Special Resolution.

#### **6) LIABILITY OF MEMBERS**

The liability of the Members of the Branch is limited.

#### **7) MEMBERS' CONTRIBUTIONS**

Every Member of the Branch undertakes to contribute to the assets of the Branch in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member for payment of the debts and liabilities of the Branch contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

#### **8) DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Branch there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Branch but shall be given or transferred to another association incorporated under the Act that:

- a) Has similar objects or purposes of the Branch and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Branch by this Statement of Purposes;
- b) which is not carried on for profit or gain to its individual members and which is similarly exempt from income tax; and
- c) such body or bodies to be determined by resolution of the Members of the Branch at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

#### **9) ACCOUNTS**

- d) True accounts shall be kept of the sum of money received and expended by the Branch and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Branch and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the Rules of the Branch for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Branch shall be examined by one (1) or more properly qualified auditor or auditors who shall report to the Members in accordance with generally accepted accounting principles and/or the provisions of the Act.
- e) The branch must open an account with a financial institution from which all expenditure of the Branch is made and into which all of the branch revenue is deposited.
- f) Subject to any restrictions imposed by the Branch Members at a general meeting, the Branch may approve expenditure on behalf of the Branch Members within the limits of the budget.
- g) All e-banking transactions must be signed by two (2) Directors or a person approved by the Board.
- h) All funds of the Branch must be deposited into the financial account of the Branch no later than five (5) working days after receipt or as soon as practicable after that day.
- i) With approval of the Board, 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.

**10) MODEL RULES**

Unless expressly stated in this Constitution the provisions of the *Northern Territory of Australia Associations Act* as they relate to the Model Rules will not apply to this association.

**11) INTERPRETATION CLAUSE**

The specification of the objects of the Branch in **Clause 2** and the powers set out in **Clause 3** of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any object or power which is specified in detail is more important than any object or power which has not been specified in details, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

## PART I – INTERPRETATION

### 12) INTERPRETATION

#### 12.1. Definitions

In these Rules unless a contrary intention appears, these words shall have the following meanings:

“**Act**” means the Northern Territory of Australia Associations Act, as amended, of which these Rules must be read in conjunction with.

“**Affiliate Member**” means any group, body, organisation or Show Society that meets the terms of the National Policy for Affiliation as approved by Equestrian Australia, 2002 and as amended from time to time, who is so registered, for such time as they remain a financial member, or otherwise remains registered with the Branch and meet the membership requirements of the Branch.

“**Board**” means the body consisting of the Directors.

“**Branch**” means Equestrian Northern Territory.

“**Branch Member**” means either an individual or Affiliate Member of the Branch who is so registered, for such time as they remain a financial member, or otherwise remains registered with the Branch and the membership requirements of the Branch.

“**Chair**” means the President for the time being of the Branch.

“**Club**” denotes any body (incorporated) not formed for profit which has amongst its activities the breeding, use, care, study and/or exhibition of horses and/or ponies, being a body conducting its activities principally in the Northern Territory.

“**Delegate**” means the person appointed from time to time by an Affiliate Member to represent and act for and on behalf of that Affiliate Member General Meetings.

“**Director**” means a member of the Board and includes the President appointed in accordance with these Rules.

“**EA**” means Equestrian Australia Ltd (EA)

“**E-Banking**” means online banking and card transactions

“**Equestrian Sport**” means the Olympic Sports of Dressage, Eventing, Jumping and Para Equestrian. The FEI Sports of Driving, Vaulting, Endurance and Reining. The national Sports of Show Horse and Interschool, or any other sport as determined by the Board and/or EA from time to time.

“**Financial Year**” means the year ending 30 June in each year..

“**Finance Director**” means Treasurer.

“**General Meeting**” means the annual or any special general meeting of the Branch.

“**Honorary Life Member**” means an individual appointed as an Honorary Life Member of the Branch for the time being as outlined in these rules.

“**Individual Member**” means a registered Member of the Branch, including any competitor, coach or other official who is so registered, for such time as he remains a financial member, or otherwise remains registered with the Branch and the membership requirements of the Branch.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Branch or any event, competition or Equestrian activity of or conducted, promoted or administered by the Branch.

“**Member**” means any category of membership for the time being of the Branch as outlined in these Rules.

“**Official Position**” means, in connection with any Affiliate Member, a person who:

(a) is an employee, or holds a position, whether elected or appointed, of that Affiliate Member or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Affiliate Member; or

(b) has, directly or indirectly, a material ownership or financial interest in that Affiliate Member

“**Ordinary Member**” means any individual or affiliate who pays the appropriate fee for membership in the association.

“**Regulations**” means any Regulations made by the Board under **Rule 39**.

“**Rules**” means these Rules of the Branch and includes any official seal of the Branch.

“**Special Resolution**” means a resolution passed in accordance with the Act.

“**Voting Member**” means a natural person or affiliate who is afforded this right depending upon their class of membership as outlined in these Rules.



## **12.2. Interpretation**

In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **12.3. Severance**

If any provision of the Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

## **12.4. The Act**

Except where a contrary intention appears, in these Rules, an expression that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision as the Act.

## PART II – AFFILIATE MEMBERS

### 13) AFFILIATE MEMBERS

#### 13.1. Recognition of Affiliate Members

The entity which is recognised as the official representative of and administrator of equestrian sports which are conducted under EA and/or FEI Rules in a particular locality or region of the Northern Territory is or shall be recognised as an Affiliate of the Branch and shall administer equestrian sports in that particular locality or region of the Northern Territory, subject to the control of the Branch and in accordance with the objects of the Branch.

#### 13.2. Compliance of Affiliate Members

Each Affiliate Member shall:

- (a) be incorporated in its particular State/Territory;
- (b) appoint a Delegate annually to represent it at General Meetings and meetings of the Affiliate Clubs;
- (c) adopt the objects of the Branch and Rules which reflect, and which are to the extent permitted or required by the State/Territory act, in conformity with these Rules;
- (d) support the Branch in the attainment and promotion of its objects;
- (e) encourage all members of their Club to also be an individual Member of Equestrian Northern Territory; and
- (f) by adopting the objects of the Branch, abide by these Rules.

#### 13.3. Operation of Rules

The Branch and the Affiliate Members agree:

- (a) that they are bound by these Rules and that these Rules operate to create uniformity in the way in which the objects of Equestrian Northern Territory are to be conducted, promoted and administered;
- (b) that should an Affiliate Member be having administrative, operational or financial difficulties, including but not limited to where an Affiliate Member:
  - i. takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Affiliate Member; or
  - ii. enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
  - iii. a mortgagee or other creditor takes possession of any of its assets;the Branch may by resolution in General Meeting act to assist that Affiliate Member in whatever manner it considers appropriate, including , but not limited to the appointment of an administrator; and
- (c) where the Board considers or is advised that an Affiliate Member has allegedly:
  - i. breached, failed, refused or neglected to comply with a provision of the Rules, Regulations, By-Laws or any resolution or determination of the Board; or
  - ii. acted in a manner prejudicial to the objects and interests of the Branch and/or Equestrian Northern Territory; or
  - iii. brought the Branch, any other Affiliate Member or Equestrian Northern Territory into disrepute;

the Board may, after allowing the Affiliate Member the opportunity to explain, adjudicate and if necessary penalise that Affiliate Member for such conduct or omission with such penalty as it thinks appropriate.

#### 13.4. Re-Affiliation

- (a) Affiliate Members must re-affiliate with the Branch annually in accordance with the procedures set down by the Branch from time to time; and
- (b) upon re-affiliation an Affiliate Member must lodge with the Branch any amendments to its constitution and changes in its Delegate.

## 14) AFFILIATE MEMBER CONSTITUTIONS AND RULES

### 14.1. Constitution

The constitutional documents of each Affiliate Member should reflect the objects of the Branch, and shall conform with such incidental variations as are necessary having regard to the State/Territory Act applicable.

### 14.2. Disallowal

Each Affiliate Member shall provide to the Branch a copy of its constitutional documents and all amendments to these documents. Each Affiliate Member acknowledges and agrees that Equestrian Northern Territory may disallow any provision in an Affiliate Member Constitution that, in the Board's opinion, is contrary to the objects of the Branch, the Statement of Purposes and Rules or the Regulations and By-Laws.

### 14.3. Amendments to Affiliate Member Constitutions

Each Affiliate Member will take all steps to ensure its constitutional documents and rules are in conformity with these Rules and will ensure their documents are amended in conformity with future amendments made to these Rules, subject to any prohibition in any relevant State/Territory Act.

### 14.4. Register of Members

Each Affiliate Member shall maintain, in a form acceptable to the Branch, a register of all its members. Each Affiliate Member shall provide a total number of members on the register at a time and in a form acceptable to the Branch, and shall provide regular updates of the register to the Branch if so requested.

## 15) DELEGATES

### 15.1. Appointment of Delegate

Each Affiliate Member shall appoint a Delegate at its annual general meeting for a term of one (1) year.

### 15.2. Delegates as Representative

Each Delegate shall represent his Affiliate Member at General Meetings. This person shall be exclusively entitled to receive all notices, as would otherwise be received by the Affiliate Member and such person shall be entitled to attend any Branch organised Affiliate Member meetings or forums and General Meetings and to vote as the Delegate of the appointing Affiliate Member.

### 15.3. Affiliate Member to Advise

- (a) Each Affiliate Member shall in writing advise the Board of its appointed Delegate's name, address, phone number and position with the Affiliate Member within 14 days of his appointment.
- (b) An Affiliate Member may at any time revoke any appointment of a person as its Delegate but must simultaneously make a fresh appointment, and any such revocation and fresh appointment shall be by memorandum in writing signed by the President and Secretary of the Affiliate Member and take effect at the time of lodgement of the memorandum of revocation and fresh appointment with the Board.
- (c) Save to the extent otherwise provided, in any matter arising under these Rules the Delegate of an Affiliate Member shall have full and exclusive power and authority to represent and bind such Affiliate Member and all decisions made by the Delegate shall be deemed decisions of such Affiliate Member. Each Affiliate Member shall be responsible for the acts and omissions of its Delegate, and the acts and omissions of each such Delegate shall be deemed to be the acts and omissions of the Affiliate Member that appointed such Delegate.

## 16) TERMINATION OF AFFILIATE MEMBERSHIP

An Affiliate Member shall cease to be an Affiliate Member if:

- 16.1. that Body resigns by notice in writing to the Board signed by the President and Secretary of that Body;
- 16.2. in the opinion of the Board, the constitution, objects or activities of that Body be amended or changed so as to deprive that Body of the status of being an Eligible Person;
- 16.3. is removed by a resolution of the Board at which at least  $\frac{3}{4}$  of the total committee are present and provided that a majority of  $\frac{3}{4}$  of those present vote in favour of the resolution;
- 16.4. the board is of the opinion that the Body has failed or omitted to observe or perform any of the provisions of the Rules on the part of that Body to be observed and performed, and declared that Body be expelled;
- 16.5. the Board calls upon that Body to resign;
- 16.6. that Body is dissolved; or
- 16.7. that Body fails to pay its annual subscription for a period of thirty (30) days after the amount becomes due.

## PART III - MEMBERSHIP

### 17) MEMBERS

#### 17.1. Classes and Rights of Members

The Branch Membership consists of Ordinary Members and any of the following classes of members detailed in the EA Membership Bylaws:

- (a) All Senior and Supporter membership categories have the right to be present, debate and vote at General Meetings and nominate and be elected as a Board member.
- (b) All Affiliate members have the right to be present, debate and vote at General Meetings.
- (c) Junior members who are under 18 years of age will have no voting rights in relation to General Meetings, nor are they able to nominate to be a member of the Board.
- (d) Such classes of Members, created in accordance with **Rule 17.2** below.

#### 17.2. Creation of New Classes of Membership

The Board may from time to time, either in its own right, or upon recommendation from Branch Members, create new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class is to alter right, privileges or obligations of an existing class of Branch Members.

#### 17.3. Honorary Life Members

- (a) The Board may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to Equestrian Northern Territory may be granted Honorary Life Membership.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution. The vote on such resolution will be taken by secret ballot.

#### 17.4. Number of Ordinary Members

The branch must have at least 5 members, the maximum number of Ordinary Members is unlimited as is the number of members in any particular Class of Membership.

### 18) SUBSCRIPTIONS, FEES AND LEVIES

The annual membership subscription (if any), fees and any levies payable by Branch Members, the time for and manner of payment shall be as determined by the Board from time to time.

All subscriptions, fees and levies payable must be accompanied by the appropriate application or renewal form.

### 19) APPLICATION FOR BRANCH MEMBERSHIP (New Members)

#### 19.1. Application

An application for Branch Membership must be:

- (a) in writing on the form/s provided or as otherwise prescribed by the Board from time to time; and
- (b) accompanied by the appropriate fee, if any.

### **19.2. Discretion to Accept or Reject Application**

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in **Rule 19.1** or not. The Board will make a decision on an application within 28 days of receiving the application.
- (b) Where the Board, by majority vote, accepts an application, the applicant will become a Branch Member.
- (c) Membership of the Branch will commence upon acceptance of the application by the Board.
- (d) If the Board rejects an application, the Branch will refund any fees forwarded with the application, and the application will be deemed rejected by the Branch. There is no right of appeal against the rejection of membership under this **Rule 19**.

### **19.3. Deemed Membership**

- (a) All Branch Members, at the time of approval of these Rules under the Act, shall be deemed Members of the Branch from the time of approval of these Rules under the Act.
- (b) Affiliate Members will have 1 year from the approval of these rules under the Act in which to amend their constitution in accordance with these Rules, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Branch.

### **19.4. Branch Membership Renewal**

In order to remain a Branch Member, Individuals or Affiliates must renew their membership by the method determined by the Branch along with the prescribed fee or otherwise remain registered or financial members of the Branch in accordance with Branch procedures applicable from time to time.

## **20) REGISTER OF MEMBERS**

### **20.1. Branch to Keep Register**

The Branch shall keep and maintain a Register of Branch Members in which shall be entered:

- (a) The full name, address, class of membership and date of entry of each Member; and
- (b) The full name, address and date of entry of each Delegate.

### **20.2. Inspection of Register**

Having regard to confidentiality considerations and privacy requirements, an extract of the Register, excluding the address or any other personal information of any Member or delegate shall be available for inspection by Members upon reasonable request.

## **21) EFFECT OF MEMBERSHIP**

### **21.1. Branch Members acknowledge and agree that:**

- (a) these Rules constitute a contract between each of them and the Branch and that they are bound by the Rules, Regulations and By-Laws of Equestrian Northern Territory;
- (b) they shall comply with and observe these Rules, Regulations and By-Laws and any determination, resolution of policy which may be made or passed by the Board or any duly authorised Committee;
- (c) by submitting to these Rules, Regulations and By-Laws they are subject to the control and jurisdiction of the Branch;
- (d) the Rules, Regulation and By-Laws are necessary and reasonable for promoting the objects of the Branch and particularly the advancement and protection of Equestrian Northern Territory;
- (e) they are entitled to all benefits, advantages, privileges and services of Branch membership; and
- (f) they will not become a party to any suit at law or equity against the Branch, any member of the Board or any other person subject to these Rules, until all remedies and avenues of appeal allowed by these Rules have been exhausted, save with the written consent of the Board.

## **22) DISCONTINUANCE OF MEMBERSHIP**

### **22.1. Notice of Discontinuance**

A Branch Member (other than an Affiliate Member) shall cease to be a member if:

- (a) the member resigns by notice in writing to the Board giving 1 month's notice to the Branch of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member;
- (b) the Member dies;
- (c) the member is declared insane; or
- (d) the member fails to pay the annual subscription for a period of thirty (30) days after the amount becomes due.

## **22.2. Expiration of Notice Period**

Upon the expiration of a notice given under **Rule 22.1**, an entry, recording the date on which the Member who or gave notice cease be a Member.

## **22.3. Forfeiture of Rights**

A Branch Member who ceased to be a Member, for whatever reason, shall forfeit all right in and claim upon the Branch, its property including its Intellectual Property and all competition rights.

## **22.4. Delegate Position Lapses**

The position of Delegate shall lapse immediately on cessation of membership of an Affiliate Member.

## **22.5. Member to Reapply**

A Member whose membership has been discontinued or lapsed under **Rule 22.1**:

- (a) must re-apply for membership in accordance with these Rules; and
- (b) may be re-admitted at the discretion of the Board.

## **23) DISCIPLINE OF BRANCH MEMBERS**

### **23.1. Board May Initiate Disciplinary Action**

Where the Board is advised or considers that a Branch Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of the Rules, Regulations and By-Laws, any resolution or determination of the Board or any duly authorised Committee; or
- (b) is convicted of an indictable offence; or
- (c) has acted in a manner unbecoming of a Branch Member or prejudicial to the objects, character and interests of the Branch and/or Equestrian Australia Ltd; or
- (d) brought the Branch or Equestrian Australia Ltd into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings ("proceedings") against that Branch Member, and that Branch Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Branch set out in the **Rule 23**.

**23.2.** The Board may commence proceedings, or investigate conduct that may warrant the commencement of proceedings by referring the matter to a Judiciary Committee ("Judiciary").

### **23.3. Judiciary Committee**

- (a) The Board where appropriate, will implement the Disciplinary By-Laws of Equestrian Australia Ltd as adopted at a Meeting of EA Directors on July 12 1999 as may be amended from time to time.
- (b) The Board may adopt any specific By-Law set by Equestrian Northern Territory that is complementary to and in conjunction with the Disciplinary By-Laws of Equestrian Australia Ltd.
- (c) The judiciary shall, as always, continue to have the power and jurisdiction, under this Constitution, as are afforded it under the Disciplinary By-Laws of Equestrian Australia Ltd as amended from time to time.
- (d) A judiciary Committee shall be convened and function as follows:
  - i. The Board may convene a Judiciary Committee of such persons, on such terms and for such purposes(s) as is required. A member of the Judiciary Committee shall act as Committee Secretary and keep records of all investigations and decisions.
  - ii. The jurisdiction of a Judiciary Committee shall be unlimited in all matters referred to it throughout the Northern Territory including but not limited to referrals between Branch Members.
  - iii. Every referral to a Judiciary Committee shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the Committee.
  - iv. Upon referral to a Committee the Committee Secretary shall, as soon as practicable, appoint a time and place suitable to the Committee for the proceedings.
  - v. A Judiciary Committee shall conduct any referral to it within such time as the Board directs, provided always that a concerned person may apply for an adjournment by application in writing to the Committee Secretary. Such application must be received 3 days prior to commencement of proceedings.
  - vi. A Judiciary Committee shall have power to require the attendance of any Branch Member at any proceedings before it. Notice shall be given in accordance with this Rule 23. Where a Branch Member who is required to attend, fails to attend without reasonable excuse, the Judiciary Committee may draw inferences from that failure to attend.

- vii. The Judiciary shall appoint a Chair annually from amongst its own.

#### **23.4. Judiciary Committee Procedure**

Proceedings commenced under this Rule shall be conducted as follows:

- (a) Upon receipt of a referral the Committee may request the party or parties concerned in the referral to appear before them. Such requests shall be in writing either delivered personally or in appropriate cases by post or facsimile to the appropriate address or facsimile number of the party or parties concerned. The Committee shall inquire into, or determine, the matters in question. A notice given by post shall be deemed to have been given on the day following that on which it shall be posted. A notice given by facsimile shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.
- (b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least 7 days notice of the proceedings by the Committee. The notice shall:
  - i. be in writing;
  - ii. state that the party or parties concerned, are required to appear and in what capacity;
  - iii. state the nature of the proceedings and the matters of alleged offence(s) the subject of investigation or determination, the possible penalty or penalties and the date, place and time of the hearing;
  - iv. be delivered in accordance with **Rule 23.4 (a)** above.
- (c) Persons appearing before the Committee shall be entitled to call witnesses but must state their case in person unless the Committee has permitted presentation through an advocate. They and their witnesses shall be given a full opportunity to be heard. In their absence, or in the absence of their witnesses, a decision may be made by default. Before making a decision in default of appearance, the Committee must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with this Rule.
- (d) The Committee Chair shall announce the opening of the proceedings, stating the Committee's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- (e) The procedure to be followed at proceedings shall be clearly explained by the Committee chair. The Chair shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (f) The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) the subject of the proceedings shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence/submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- (g) The Committee will consider the evidence presented. The Committee may adjourn the hearing if necessary to do so. No other person shall be present or partake in any discussion with the Committee at this time. If the Committee finds an offence has not been committed or not proved it will advise the Board, and dismiss the charge accordingly.
- (h) If the Committee finds an offence has been committed or proved it may impose, in its discretion, an appropriate penalty or penalties. The Judiciary will report its findings to the Board with such recommendations as it considers appropriate, for ratification. The Committee Chair will declare the proceedings closed.
- (i) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision and notice of the person's appeal rights shall be given in writing and signed by the Board Chair.
- (j) Every decision of a Committee under this Rule shall be conveyed in writing to the parties concerned.

#### **23.5. Penalties**

- (a) Penalties which may be imposed are:
  - i. a reprimand;
  - ii. suspension, from such activities of the Branch, including but not only competition, on such terms and for such period as the penalising authority thinks fit;
  - iii. exclusion from a particular competition, activity, event or events;
  - iv. expulsion from the Branch;
  - v. fines, imposed in such manner and in such amount as the Committee or Board thinks fit;
  - vi. such combination of any of the above penalties as the Committee or Board thinks fit.
- (b) During proceedings the subject(s) of the proceedings may be suspended, on such terms and for such period as the Committee thinks fit, and shall remain under suspension unless the Committee authority decides otherwise.

### **23.6. Effect of Penalty**

- (a) Where an Affiliate Member is suspended under this Rule its membership of, and representation rights and privileges in, the Branch shall be forfeited during the period of such suspension.
- (b) Where an Individual member is suspended under this Rule, all rights and privileges of that member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a Member shall also forfeit all Affiliated Club rights during the currency of the suspension.
- (c) Where a Branch member is expelled under this Rule its or his membership of, and representation rights and privileges in, the Branch shall be forfeited immediately and membership shall cease. The provisions of **Rule 22** shall apply.

### **23.7. Appeals**

- (a) The Board where appropriate, will implement the Appeals By-Laws of Equestrian Australia Ltd as adopted at a Meeting of EA Directors on February 8 2000, as may be amended from time to time.
- (b) A Branch member who has received a penalty or an adverse finding by the Board may, within 21 days from the determination of the Board, appeal in writing to the Board. Such an appeal must be lodged according to this Rule.
- (c) A Branch Member who has received a penalty or an adverse finding by a Judiciary of the Branch also may, within 21 days from the determination against which it is appealing, appeal in writing to the next highest authority.
- (d) Immediately upon the receipt of an appeal the Board will convene a duly constituted Appeals Committee of such independent persons as it deems appropriate to hear the matter.
- (e) Any appeal against a finding handed down by a Judiciary of the Branch or the Board will be conducted where appropriate, according to the EA National Appeal By-Laws. In any case, the matter will be heard anew and the laws of natural justice shall apply.



## PART IV – GENERAL MEETINGS

### 24) GENERAL MEETINGS

#### 24.1. Convening General Meetings

- (a) The Branch must hold its first annual general meeting within 18 months after its incorporation.
- (b) The Branch must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

**24.2.** An Annual General Meeting of the Branch shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

**24.3.** All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.

### 25) NOTICE OF GENERAL MEETINGS

#### 25.1. Notice of General Meetings

- (a) Notice of every General Meeting shall be:
  - i. given to every Affiliate and Individual Member at the electronic address appearing in the register kept by the Branch at least twenty eight (28) days prior to the proposed General Meeting. No other person shall be entitled as of right to receive notices of General Meetings; and/or
  - ii. advertised prominently on the Branch website and social media channels, at least twenty eight (28) days prior to the proposed General Meeting.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) The notice of a General meeting shall include:
  - i. The agenda for the meeting; and
  - ii. Any notice of motion received from the Board, an Affiliate or Individual Member.

### 26) BUSINESS

#### 26.1. Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and Auditors, the election of members of the Board of Management, Special Resolutions, or the appointment and fixing of the remuneration of the Auditors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in **Rule 26.1(a)**, shall be special business.

#### 26.2. Business Transacted

No business other than that stated on the notice shall be transacted at the meeting.

### 27) SPECIAL RESOLUTIONS

#### 27.1. Special Resolution at General Meetings

A special resolution may be moved at any general meeting of the Association.

#### 27.2. Notice

- (a) The secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (b) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

### 28) NOTICES OF MOTION

#### 28.1. Notices of Motion to be Submitted

All notices of motions for inclusion as special business at a General meeting must be submitted in writing to the Board not less than 40 days (excluding receiving date and meeting date )prior to the General Meeting

#### 28.2. Unsuccessful Notice of Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General meeting for a period of 12 months.

### 29) SPECIAL GENERAL MEETINGS

### **29.1. Special General meetings May be Held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the Branch and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **29.2. Requisition of Special General Meetings**

- (a) The Board may by resolution convene a Special General Meeting. The Board shall convene a Special General Meeting within 28 days of receiving a requisition signed by 10% of the Branch Members.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Branch Members making the requisition and be sent to the Branch and may consist of several documents in a like form, each signed by 1 or more of the members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 28 days after the date on which the requisition is sent to the Branch, the Branch Members making the requisition, or any of them, may convene a Special General meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Branch to the persons incurring the expenses.

## **30) PROCEEDINGS AT GENERAL MEETINGS**

### **30.1. Quorum**

No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Branch shall be 11, or more members, present personally and/or present via electronic oblique digital technologies and eligible to vote.

### **30.2. Chair to Preside**

The Chair shall, subject to these Rules, preside at every General Meeting of the Branch. If the Chair is not present, or is unwilling or unable to preside, the Vice-President shall preside. If the Vice-President is not present, or is unwilling or unable to preside, the Board shall appoint one of their number to preside as Chair for that meeting only.

### **30.3. Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next 2 weeks at the same time and place or to such other day and at such other time and places as the Board may determine.
- (b) The Chair may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 29.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (e) If within half an hour after the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may proceed with the business of that general meeting as if a quorum were present.

### **30.4. Voting Procedure**

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll or secret ballot is (before or on the declaration of the result of show of hands) demanded:

- (a) By the Chair; or
- (b) By any Branch Member eligible to vote.

### **30.5. Recording of Determinations**

Unless a poll is demanded under **Rule 29.4**, a declaration by the Chair~~man~~ that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Branch shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

### **30.6. Where Poll Demanded**

If a poll is duly demanded under **Rule 29.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

### **30.7. Where Secret Ballot is Demanded**

Voting will always be by a show of hands or a poll unless at least 20% of the members present demand a secret ballot under **Rule 29.4**. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides. The results of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded.

## **31) VOTING AT GENERAL MEETINGS**

### **31.1. Branch Members Entitled to Vote**

Each Branch member if eligible shall have one (1) vote at General Meetings which, subject to these Rules, shall be exercised by them personally, or in the case of Affiliates, by its Delegate. No other Member shall be entitled to vote, but shall, subject to these Rules, have and be entitled to exercise those rights set out in **Rule 17.1** and the Branch By-Laws.

Where a Branch member's annual subscription is 30 days in arrears at the time of the General Meeting or a Branch Member is indebted to the Branch for whatever sum, they shall not be entitled to vote.

### **31.2. President May Exercise Casting Vote**

Where voting at General Meetings is equal the Chair may exercise a casting vote.

### **31.3. Method of Voting**

Where voting is required to be by secret ballot or where a poll is demanded the Chair may appoint a returning officer and scrutineers. In the event of a ballot for the election of any Board Position the Chair may not appoint any candidate for election as scrutineer or returning officer

### **31.4. PROXY VOTING**

#### **(a) Proxy Voting Permitted**

Proxy voting shall be permitted at all General Meetings provided a proxy form approved by the Board from time to time has been duly completed, executed and is lodged with the General Manager or a person approved by the Board 48 hours prior to the commencement of the meeting. No Branch Member entitled to vote shall exercise more than 1 proxy vote at any one time.

#### **(b) Proxy**

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Branch Member shall be entitled to instruct his proxy to vote in favour or against any proposed resolution. No instrument appointing a proxy shall be valid after the conclusion of the General Meeting it was specifically executed for.

## PART V – THE BOARD

### 32) COMPOSITION OF THE BOARD

32.1. The Board shall comprise:

- (a) 5 Ordinary Directors who shall each be elected under **Rule 32**.
- (b) In accordance with Clause 29.1 of the Act the Board may appoint 2 extra people considered to have special qualifications of value to the Branch. The person/s appointed will be entitled to vote at Branch Committee meetings. The term of appointment is one year or until the conclusion of the next Annual General Meeting. Such persons may be reappointed after initial term of office has expired at the Board's discretion.
- (c) The composition of the Board as referred to in **Rule 32.1 (a)** will commence from the 1<sup>st</sup> Annual General Meeting following the adoption of this Constitution. The Board at its first meeting following the respective AGM will determine in whichever manner they so chose, the length of term of all ordinary directors and FEI Sports representatives for the purposes of election as outlined in **Rule 35.5**

### 33) ELECTION OF BOARD

#### 33.1. Term of Appointment

Ordinary Directors shall be elected in accordance with these Rules for terms of three (3) years, which shall commence in accordance with **Rule 36.4**.

#### 33.2. Nomination for Board

The Branch General Manager or a person appointed by the Board shall call for nominations for the Board at least 48 days prior to the Annual General Meeting. When calling for nominations the Branch General Manager or the person appointed shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.

#### 33.3. Form of Nominations

Nominations must be :

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a nominator and a seconder, who shall be Individual Members; and
- (d) certified by the nominee expressing his willingness to accept the position for which he is nominated.

#### 33.4. Receipt of Nominations

Nominations must be received by the Branch General Manager or a person appointed by the Board at least 40 days prior to the Annual General Meeting and shall be sent to those Branch Members entitled to receive notice under these Rules of the Annual General Meeting with the agenda for that Annual General Meeting.

#### 33.5. Qualifications of Nominees

- (a) Subject to nominees having the appropriate qualifications as indicated in Rule 17.1, nominations shall be open to any individual Member. Nominees may include with their nomination a resume which shall be distributed with their nomination to all Branch Members entitled to receive notice under these Rules of the Annual General Meeting.
- (b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the Branch General Manager within 48 hours of the General Meeting at which the person is elected.

#### 33.6. Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under clause 36.2.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by secret ballot, for each vacancy on the Board.
- (d) Voting shall be conducted by such ballot method as is determined by the Board but shall be by secret ballot on papers prepared by the Branch General Manager or a person appointed by the Board. A ballot paper received at the Branch Office less than forty eight (48) hours prior to the scheduled commencement time for the Annual General Meeting will not be counted. Candidates standing for election will be elected to the Board on a simple majority of votes received in decreasing order until all vacancies are filled.

- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.

### 34) POWERS OF THE BOARD

Subject to the Act and these Rules, the business of the Branch shall be managed, and the powers of the Branch shall be exercised, by the Board. In particular, the Board as the State/Territory controlling authority for Equestrian Sport in the Northern Territory shall be responsible for acting on all State/Territory issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout the Northern Territory and shall in exercising these powers:

- (a) govern Equestrian Sport in the Northern Territory in accordance with the Branch objects and powers;
- (b) determine major strategic directions;
- (c) apply policies determined by the Branch Members at General Meetings;
- (d) review the Branch's performance in achieving its pre-determined aims, objectives and policies; and
- (e) convene a Judiciary Committee as required in accordance with Equestrian Australia Ltd Procedures & Judiciary By-Laws.

### 35) BOARD TO APPOINT OFFICE BEARERS

The Board shall appoint a Board President/Chair from amongst their number annually, who shall hold office at the pleasure of the Board. The Board shall also appoint annually:

- (a) a Board Vice-President/Chair from amongst their number who shall hold office at the pleasure of the Board;
- (b) an Honorary Treasurer of the Branch from amongst their number who shall hold office at the pleasure of the board;
- (c) a Branch Secretary to hold office at the pleasure of the Board;
- (d) a Public Officer to hold office at the pleasure of the Board; and
- (e) any other positions from amongst their number who shall hold office at the pleasure of the Board.

### 36) VACANCIES OF DIRECTORS

#### 36.1. Grounds for Termination of Director Office

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

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Branch;
- (e) is absent without the consent of the board from meetings of the Board held over a period of three (3) months;
- (f) holds any office of employment with the Branch;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Branch;
- (h) is directly or indirectly interested in any contract or proposed contract with the Branch and fails to declare the nature of his interest;
- (i) in the opinion of the Board:
  - i. has acted in a manner unbecoming or prejudicial to the objects and interests of the Branch and/or Equestrian Sport; or
  - ii. has brought the Branch, any Branch Member or Equestrian Sport into disrepute;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a Director of a Corporation under the Corporations Law.

A Board Member has no right of appeal against their removal from office under **Rule 35**.

#### 36.2. Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified Individual Members. Any casual vacancy may only be filled for the remainder of the respective Director's term under these Rules.

### **36.3. Board May Act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### **36.4. Commencement of Appointment**

Subject to these Rules, the office of all Directors shall commence from the conclusion of the Annual General Meeting at which he is elected until the conclusion of the third Annual General Meeting following.

### **36.5. Election and Re-election**

Directors shall hold office on a rotational basis for three (3) years. They are eligible for re-election. The rotational basis for election or re-election of Directors after the adoption of this Constitution is as follows:

First Year: 2 Ordinary Directors

Second Year: 3 Ordinary Directors

## **37) MEETINGS OF THE BOARD**

### **37.1. Board to Meet**

The Board shall meet at least bi-monthly in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The President or 2 Directors may at any time convene a meeting of the Board within a reasonable time and in and in accordance with **Rule 36.5**.

### **37.2. Decisions of Board**

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chair shall also have a casting vote where voting is equal.

### **37.3. Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by email or other electronic communication by the majority of the Directors for the time being present in the Northern Territory shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of Board may be held where one or more of the Directors is not physically present at the meeting, provided that:
  - i. all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - ii. notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
  - iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and non of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
  - iv. any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair of the meeting is located.

### **37.4. Quorum**

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 3, or such other number as may be fixed by the Board from time to time, but which shall not be less than 3.

### **37.5. Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than 7 days prior to such meeting.

### **37.6. Conflicts**

A Director shall not vote in respect of any contract or proposed contract with the Branch in which he is interested or any matter arising from that contract and if he does so vote his vote shall not be counted.

### **37.7. President as Chair**

The President shall be the nominal head of the Branch and will act as Chair of any Board meeting or General Meeting at which they are present. If the President is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as Chair in their place for that meeting only.

## **PART VI - MISCELLANEOUS**

### **38) DELEGATIONS**

#### **38.1. Board May Delegate Functions**

The Board may by instrument in writing create, establish or appoint from among its own members, the members of the Branch or otherwise, Special Committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines

#### **38.2. Delegation by Instrument**

The Board may in the establishing of the instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or these Rules or by resolution of the Branch in General Meeting.

#### **38.3. Delegated Function Exercised in Accordance with Terms**

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains un-revoked, be exercised from time to time in accordance with the terms of the delegation.

#### **38.4. Procedure of Delegated Entity**

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under these Rules.

#### **38.5. Delegation May Be Conditional**

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

#### **38.6. Revocation of Delegation**

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule and may amend or repeal any decision made by such body or person under the Rule.

### **39) DEFECTIVE APPOINTMENTS**

All acts done by any meeting of the Board or by any Sub-Committee appointed by the Board or by any person acting in the name of and with the authority of the Board notwithstanding it shall be afterwards discovered that there was some defect in the appointment of the board, Branch Sub-Committee or person acting aforesaid or that they or any of them were disqualified, be as valid as if the Board, or Branch Sub-Committee or person aforesaid had been duly qualified and appointed.

### **40) REGULATIONS**

#### **40.1. Board to Formulate Regulations**

The Board may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Branch, the advancement of the objects of the Branch and Equestrian Sport as it thinks necessary or desirable. Such Regulations must be consistent with the Statement of Purposes and Rules of the Branch and any policy directives of the Board.

#### **40.2. Regulations Binding**

All Regulations made under this Rule shall be binding on the Branch, Clubs and Members.

#### **40.3. Regulations Deemed Applicable**

All rules, by-laws and regulations of the Branch in force at the date of the approval of these Rules under the Act insofar as such rules and regulations are not inconsistent with, or have been replaced by these Rules, shall be deemed to be Regulations under this Rule.

#### **40.4. Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes or Regulations shall be advised to members by means of Bulletins approved and issued by the Board. Bulletins are binding upon all Members.

### **41) RECORDS AND ACCOUNTS**

#### **41.1. Branch Secretary to Keep Records**

The Branch Secretary shall establish and maintain proper records of minutes concerning all transactions, business, meetings and dealings of the Branch and Board and shall produce these as appropriate at each Board or General Meeting.

#### **41.2. Records Kept in Accordance with Act**

Proper accounting, banking and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Finance Director. The financial year of the Branch shall be the year ending 30 June in each year.

#### **41.3. Branch to Retain Records**

The Branch shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

#### **41.4. Board to Submit Accounts**

The Board shall submit to the members at the Annual General Meeting the Statements of Account of the Branch in accordance with these Rules.

#### **41.5. Accounts Conclusive**

The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

#### **41.6. Transactions**

- (a) All e-banking transactions, and all receipts for money paid to the Branch, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors of the Board, or by another member approved by the Board.
- (b) Where payment made by the organisation exceeds \$100.00, it must be made by e-banking

### **42) AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Branch shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once in every year.

### **43) NOTICE**

#### **43.1. Manner of Notice**

- (a) Notices may be given by the Board to any Branch Member by sending the notice, by electronic mail, to the Branch Member's electronic mail address as maintained on the organisation's database.
- (b) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

#### **43.2. Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised in these rules.

### **44) BY-LAWS**

- 44.1.** The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the ongoing management of the association.
- 44.2.** A by-law may be set aside by a vote of members at a general meeting of the association.

### **45) GRIEVANCE AND DISPUTES**

**45.1.** This clause applies to disputes between –

- (a) a member and another member; or
- (b) a member and the Board.

**45.2.** Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

**45.3.** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.



- 45.4.** The mediator must be –
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement –
    - i. for a dispute between a member and another member – a person appointed by the Board; or
    - ii. for a dispute between a member and the Board – a person who is a mediator appointed or employed by the department administering the Act.
- 45.5.** A member of the Branch can be a mediator.
- 45.6.** The mediator cannot be a party to the dispute.
- 45.7.** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 45.8.** The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 45.9.** The mediator must not determine the dispute.
- 45.10.** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**46) ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- 46.1.** These Rules and the Statement of Purposes of the Branch shall not be altered except by Special Resolution in accordance with the Act requiring a majority of three-quarters of votes of those Branch Members present personally and eligible to vote.
- 46.2.** Subject always to **Rule 44.1** no proposal for amendment of these Rules at a General Meeting shall be considered or dealt with unless:
- (a) the notice convening the General Meeting specified the details of the proposed amendment to be considered at such meeting; and
  - (b) such notice was sent to each Member entitled to vote at such a Meeting.

**47) INDEMNITY**

- 47.1.** Every Director, officer, auditor, manager, employee or agent of the Branch shall be indemnified out of the property or assets of the Branch against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgements given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.
- 47.2.** The Branch shall indemnify its Directors, officer, manager and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
- (a) In the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Branch; and
  - (b) In the case of an employee, performed or made in the course of, and within the scope of, his employment by the Branch.

**48) DISSOLUTION**

- 48.1.** Subject to **47.2** above, the Branch may be wound up in accordance with the provisions of the Act.
- 48.2.** The provisions of **Clauses 7 and 8** of the Statement of Purposes and Rules relating to the winding up and dissolution of the Branch shall take effect and be observed as if the same were repeated in these Rules.