

AUSTRALASIAN TEAM ROPING ASSOCIATION

CONSTITUTION

PRELIMINARY

1 DEFINITION

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Ordinary member means a member of the Board of Directors who is not an office-bearer of the association.

Secretary means the person holding office under this constitution as secretary of the association, or if no such person holds that office - the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

The Act means the Associations Incorporation Act 2009, as amended.

The Regulation means the Associations Incorporation Regulation 2016, as amended.

The Riding Rules means the rules set out to govern the conduct of the competition of the association.

(2) In this constitution:

(a) Reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

2 NAME

The name of the incorporated association shall be **AUSTRALASIAN TEAM ROPING ASSOCIATION** (in these Rules called the Association) (ATRA).

3 OBJECTIVES

The objectives for which the Association is established are:-

- a. To encourage the development of and participation in all aspects of Team Roping throughout Australasia, including the following affiliated events: -
 - Breakaway Roping
 - Barrel Racing
 - Rope & Tie Contest
 - Steer Wrestling
- b. To represent the interests of Team Roping including with all affiliated events as a sport to government and non-government bodies.
- c. To provide a program of advice and assistance to members.
- d. To improve the knowledge and information base of Team Roping including with all affiliated events.
- e. To establish and maintain effective communication links with interested parties.
- f. To encourage participation in, and access to, the sport of Team Roping including with all affiliated events.

4 POWERS

(1) The powers of the Association are:

- a. In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association;
- b. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that where the association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- c. To enter into any 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 Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it

desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- d. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- e. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- f. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- g. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- h. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- i. In furtherance of the objects of the Association to lend and advance money give credit to any person or body corporate; to guarantee or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- j. To borrow or raise money wither alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by any mortgage, charge, lien or other securities upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- k. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- l. In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- m. To 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- n. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association;
- o. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- p. To print and publish any electronic correspondence, newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- q. To bestow any award the Association deems appropriate to recognise meritorious conduct which promotes the objectives of the Association and the interests of Team Roping in Australia.
- r. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5 CLASSES OF MEMBERS

(1) The categories for membership of the Association shall consist of:-

- (a) Senior
- (b) Junior
- (c) Family
- (d) Life
- (e) Honorary
- (f) Associate
- (g) Day

6 MEMBERSHIP

Membership in the Association is a privilege not a right, application for which shall be made on forms and by fees and procedures prescribed from time to time by the Association.

Membership or application therefore may be terminated or rejected by the Association for cause detrimental to the interest of the Association, policies, objectives and harmonious relationship of its members, as determined by the Association. Termination or application rejection proceedings under this paragraph shall be conducted in accordance with the Articles of Association.

Membership of the Association shall be available to all who qualify and whose application is approved by the committee. Every member shall pay to the Association such membership fee as may from time to time be fixed by the committee. Any member whose membership fee is unpaid at the time set for payment by the Board, shall be liable to pay a late payment fee in addition to current dues. Unfinancial members of the Association will be deprived of all privileges of membership until such fees are paid.

Membership must be paid to Head Office.

An unfinancial member who competes without paying his dues, shall pay a fine of \$100.00 for each time he competes in such manner, plus return all prize money won.

(1) A person is eligible to be a member of the association if:

- a. The person is a natural person, and
- b. The person has been nominated and approved for membership of the association in accordance with clause 3.

(2) A person is taken to be a member of the association if:

- c. The person is a natural person, and

(3) The person was:

- a. In the case of an unincorporated body that is registered as the association a member of that unincorporated body immediately before the registration of the association, or
- b. In the case of an association that is amalgamated to form the relevant association a member of that other association immediately before the amalgamation, or
- c. In the case of a registrable corporation that is registered as an association a member of the registrable corporation immediately before that entity was registered as an association.

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

Life Member A person shall qualify for life membership by rendering to the Association meritorious service.

Any such life member recommendations must be presented to full committee and must be carried unanimously.

Life members shall not be required to pay membership fees, but shall have all rights of full membership including the right to hold office.

Honorary Member Honorary membership may be bestowed on any person, or persons, who the committee decide deserve recognition by the Association. Honorary members shall receive a special card suitably embossed.

Associate member means a financial member with restrictions. Associate members do not have the right to vote except for an associate member who is an office bearer. A person can only become an associate member by being nominated by a current financial member and has had their nomination accepted by the committee.

7 NOMINATION FOR MEMBERSHIP

(1) A nomination of a person for membership of the association:

- a. Must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
- b. Must be lodged with the secretary of the association.
- c. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

(2) As soon as practicable after the committee makes that determination, the secretary must:

- a. Notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- b. If the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

- c. The secretary must, on payment by the nominee of the amounts referred to in subclause (2) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

8 MEMBERSHIP FEES

(1) The members fees for each class of membership shall be such sum as the committee shall from time to time set at any meeting of the committee.

(2) The membership fees for each class of membership shall be payable at such time and in such manner as the committee shall from time to time determine.

9 CESSATION OF MEMBERSHIP

(1) A person ceases to be a member of the association if the person:

- a. dies,
- b. resigns membership,
- c. is expelled from the association, or
- d. fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

10 MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

(1) A right, privilege or obligation which a person has by reason of being a member of the association:

- a. is not capable of being transferred or transmitted to another person, and
- b. Terminates on cessation of the person's membership.

11 RESIGNATION OF MEMBERSHIP

(1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must

make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

12 MEMBERS LIABILITIES

(1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

13 RESOLUTIONS OF DISPUTES

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or member's and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

14 DISCIPLINING OF MEMBERS

(1) A complaint may be made to the committee by any person that a member of the association:

- a. has refused or neglected to comply with a provision or provisions of this constitution, or
- b. has wilfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- a. must cause notice of the complaint to be served on the member concerned, and
- b. must give the member at least 21 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- c. must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the association, suspend the member from the association or impose a monetary fine against the member if after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion, suspension or monetary fine is warranted in the circumstances.

(5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.

(6) The expulsion, suspension or monetary fine does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- b. if within that period the member exercises the right of appeal within 21 days, unless and until the association confirms the resolution under clause 13, whichever is the later.

15 RIGHT OF APPEAL OF DISCIPLINED MEMBER

(1) A member may appeal to the committee, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a meeting of the committee to be held within 28 days after the date on which the secretary received the notice.

(4) At a meeting of the committee convened under subclause (3):

- a. no business other than the question of the appeal is to be transacted, and
- b. the member must be given the opportunity to state their case orally or in writing, or both, and
- c. The committee are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the committee.

16 REGISTER OF MEMBERS

(1) The Secretary or a person nominated by the committee of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

- a. at the main premises of the association, or
- b. if the association has no premises, at the association's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- b. any other purpose necessary to comply with a requirement of the Act or the Regulation.

(7) If the register of members is kept in electronic form:

- a. it must be convertible into hard copy, and
- b. if the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hardcopy of the register of members

17 THE COMMITTEE – POWERS OF THE COMMITTEE

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

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

18 COMPOSITION OF THE COMMITTEE

(1) The committee is to consist of:

- a. the office-bearers of the association, and
- b. at least three ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 19.

(3) The total number of committee members is to be no more than twelve.

(4) The office-bearers of the association are as follows:

- a. the president
- b. the public officer
- c. the treasurer
- d. the secretary.

(5) A committee member may hold up to two offices (other than both the president and vice-president offices).

(6) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

19 ELECTION OF THE COMMITTEE

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

- a. must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- b. must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

(7) The committee shall be responsible for and have the sole authority in relation to the membership, rules, riding rules, code of conduct and all matters relating thereto including but not limited to contractors applications and promoter approvals, disciplinary proceedings for members.

19.1 SECRETARY

(1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

- a. all appointments of office-bearers and members of the committee, and
- b. the names of members of the committee present at a committee meeting or a general meeting, and
- c. all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

19.2 TREASURER

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

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

19.3 CASUAL VACANCIES

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

- a. dies, or
- b. ceases to be a member of the association, or
- c. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- d. resigns office by notice in writing given to the secretary, or
- e. is removed from office under clause 20, or
- f. becomes a mentally incapacitated person, or
- g. is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19.4 REMOVAL OF COMMITTEE MEMBERS

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

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

20 COMMITTEE MEETINGS AND QUORUM

(1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the committee:

- a. the president or, in the president's absence, the vice-president is to preside, or
- b. if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

20.1 APPOINTMENT OF ASSOCIATION MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

(1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.

(2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 19.3 applies.

20.2 USE OF TECHNOLOGY AT COMMITTEE MEETINGS

(1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

(2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

20.3 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:

- a. this power of delegation, and
- b. a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to

time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper

20.4 VOTING AND DECISIONS

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 20.3 (5), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

21 GENERAL MANAGER

(1) The committee may from time to time appoint a General Manager. The General Manager shall be responsible for general administration and financial management and shall be subject to the control of the committee.

(2) The General Manager may appoint such other staff as the committee deems necessary and prudent. Such staff shall work under the control of the General Manager.

(3) The General Manager may be an ex officio member of the committee, but shall not have a right to vote at committee meetings.

22 ANNUAL GENERAL MEETINGS- HOLDING OF

(1) The association must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The association must hold its annual general meetings:

- a. within 6 months after the close of the association's financial year, or
- b. within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

23 ANNUAL GENERAL MEETINGS- THE CALLING OF AND BUSINESS

(1) The annual general meeting of the association is, subject to the Act and to clause 22, to be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- b. to receive from the committee reports on the activities of the association during the last preceding financial year,
- c. to elect office-bearers of the association and ordinary committee members,
- d. to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as such in the notice convening it.

24 SPECIAL GENERAL MEETINGS- CALLING OF

(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting:

- a. must state the purpose or purposes of the meeting, and
- b. must be signed by the members making the requisition, and
- c. must be lodged with the secretary, and
- d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(6) For the purposes of sub-clause (3):

- a. Requisition may be in electronic form, and
- b. a signature may be transmitted, and a requisition may be lodged, by electronic means

25 NOTICE

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

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

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

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26 QUORUM FOR GENERAL MEETINGS

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) 7 members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- a. if convened on the requisition of members, is to be dissolved, and
- b. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

27 PRESIDING MEMBER

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

28 ADJOURNMENTS

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29 MAKING OF DECISIONS

(1) A question arising at a general meeting of the association is to be determined by either:

- a. a show of hands, or
- b. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) Subclause (2) applies to a method determined by the committee under subclause (1)(a) in the same way as it applies to a show of hands.

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

30 SPECIAL RESOLUTIONS

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

31 VOTING

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

(4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

32 PROXY VOTING

(1) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

(2) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association, the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(3) Where it is desired to afford members an opportunity of voting for or against a resolution to the instrument appointing a proxy shall be in the following form or a form as described at Appendix...

(4) The association may hold a postal ballot to determine any issue or proposal

33 ELECTRONIC MAIL VOTING (Email)

(1) Email voting is allowed subject to the following:

- a. The voting member is a financial member of the association.
- b. The vote is contained on the prescribed email form as adopted by the association
- c. That the email address is the address of the financial member and,
- d. only contains that members vote

(2) A electronic ballot and a postal ballot is to be conducted in accordance with schedule 3 of the Regulation

34 COMMON SEAL

(1) The committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the committee and every instrument to which the seal is affixed shall be signed by a member of the committee and shall be countersigned by a second member of the committee or by some other person appointed by the committee for that purpose.

35 AUDIT

(1) An independent and properly qualified Auditor of the Australian Society of Certified Practising Accountants shall be appointed by the Association at the Annual General Meeting. At least once in each financial year the Auditor shall examine the accounts of the Association and report to the members as to the correctness of those accounts.

(2) The Auditor:

- a. has the right of access to the accounts, books, records, vouchers, and documents of the Association,
- b. may require from the employees of the Association such information and explanations as may be necessary for the performance of his or her duties as Auditor,
- c. may, in relation to the accounts of the Association, examine any member of the committee or any employee of the Association.

(3) The Auditor will not restrict his/her observations to matters of a financial nature only, if matters to the general wellbeing of the Association are identified or disclosed.

36 INSURANCE

The association may effect and maintain insurance.

37 FUNDS-SOURCE

(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38 FUNDS- MANAGEMENT

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

39 FINANCIAL YEAR

(1) The financial year of the association is:

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

40 WINDING UP

(1) The Association may be wound up or dissolved only after a resolution passed by a three-quarters majority of the members present and eligible to vote at a meeting called for that purpose.

(2) If, upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution having objectives similar to those of the Association and whose Memorandum or Association or constitution shall prohibit the distribution of its or their income or property among its or their members and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1) (a) Section 23 of the Income Tax Assessment Act 1936 (as amended).

41 RIDING RULES

(1) The Association will maintain appropriate riding rules to conduct competition in a fair and appropriate manner.

(2) Approval of the Riding Rules rests with the committee.

(3) All Riding Rules will include reference and adherence to any Animal Welfare legislation as applies to state jurisdictions where sanctioned ATRA events occur.

(4) All members must have access to the Riding Rules which are to be published on the ATRA Website.

(5) Any breaches of the Riding Rules are to be dealt with in accordance with Clause 14 of this constitution.

42 ASSOCIATION IS NON-PROFIT

Subject to the Act and Regulations, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

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

43 CHANGE OF NAME, OBJECTS AND CONSTITUTION

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

44 CUSTODY OF BOOKS ETC

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

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

45 INSPECTION OF BOOKS ETC

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- a. records, books and other financial documents of the association,
- b. this constitution,
- c. minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46 SERVICE OF NOTICES

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- a. by delivering it to the person personally, or
- b. by sending it by pre-paid post to the address of the person, or
- c. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.