

# NSW ENDURANCE RIDERS ASSOCIATION INC.

## CONSTITUTION 2004

### Part I- Preliminaries

#### Name

1. The name of the organisation shall be the New South Wales ENDURANCE RIDERS ASSOCIATION INC., also referred to in this constitution as “the Association”.

#### Objects and Powers

2. The Association shall conduct, promote, regulate and coordinate, with any other affiliated Endurance Horse Riding Association, Endurance Events within the state of New South Wales and in furtherance thereof; it shall:
  - (a) promote and foster the highest ideals of sportsmanship and horsemanship and the spirit of Endurance Horse Riding as embodied in the motto “to complete is to win”.
  - (b)
    - i) oversee the conduct of the Tom Quilty Gold Cup Endurance Ride when agreed upon with the Australian Endurance Riders Association (the AERA).
    - ii) oversee the conduct of the New South Wales Endurance Horse Riding Championship to be ridden over a distance of not less than 160 kilometres within a maximum elapsed time of 24 hours.
  - (c) act as the State Policy Making and Coordinating body for the sport of Endurance Horse Riding in New South Wales and, in particular it shall:
    - i) determine through its Committee, the rules, terms and conditions of affiliating any endurance horse riding association with the Association.
    - ii) allow any affiliated endurance horse riding association to conduct endurance events under the auspices of the Association.
    - iii) accept from any affiliated endurance horse riding association its application to stage an endurance event within the state of New South Wales and to include (at the discretion of the Association) any such endurance event in the New South Wales event calendar.

- iv) disaffiliate any affiliated endurance horse riding association from the Association which breaches any of the Rules of the Association or in any way fails or refuses to conduct the affiliated endurance horse riding association in accordance with the rules of the Association.
- (d) formulate and introduce endurance horse riding rules, as determined by the Committee from time to time.
- (e) adopt and enforce the AERA Riding Rules and conditions of entry for endurance horse riding events that are currently in force and as amended from time to time.
- (f) enforce the Association's endurance horse riding rules where the Association's rules conflict with the AERA riding rules, provided always that any rules which conflict with the AERA rules are approved by the members of the Association by way of a special resolution.
- (g) ensure the keeping of all necessary records pertaining to the sport of endurance horse riding in the state of New South Wales.
- (h) maintain a calendar of endurance events in the state of New South Wales or elsewhere.
- (i) keep the members of the Association informed of the activities of the Association.
- (j) to encourage the conduct of research into and to disseminate information collected in relation to the performance, training, diseases, genetics, animal husbandry and feeding of equines used in the sport of endurance horse riding.
- (k) encourage the breeding of superior horses for endurance horse riding events.
- (l) have the Association registered or recognised in any country, state or place as determined by its management committee, and to do all things necessary to promote the objects of the Association.
- (m) through its management committee, formulate the rules and procedures for the Independent Disciplinary Panel.

Interpretation

3. (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires-

“Management member” means a member of the committee who is not an office bearer of the Association, as referred to in rule 16(2);

“Secretary” means-

- (a) the person holding office under these rules as secretary of the Association; or
- (b) where no such person holds that office- the public officer of the Association;

“Special general meeting” means a general meeting of the Association other than annual general meeting;

“The Act” means the Associations Incorporation Act, 1984;

“The Regulation” means the Associations Incorporation Regulation, 1985;

“The AERA” means the Australian Endurance Riders Association Inc;

“The AERA Riding Rules” are those rules, guidelines, policies and procedures adopted by the AERA, as amended from time to time.

“The National Council” means the meeting of State delegates under the auspices of the AERA.

“The Association’s Rules” are those rules governing the Association and include any riding rules of the Association formulated and introduced by the Committee from time to time, the AERA Riding rules and these rules.

“Endurance horse riding” includes endurance driving.

“Endurance Event” means a horse riding or driving event affiliated with, and run by or under the auspices of the Association, and shall include endurance rides, endurance drives, training rides, training drives and social or introductory rides.

“Endurance Ride” (ER) means a competitive endurance event, for horses and riders which tests the endurance of both over a distance of at least 80 kms, and for the purpose of these rules shall include marathon and elevator rides.

“Endurance Drive” (ED) has the same meaning as “endurance ride”, but shall be for horses driven in harness.

“Horse” includes all members of the genus equidae.

“Independent Disciplinary Panel” (IDP) is a panel established to deal with disciplinary matters in accordance with these rules.

“Hearing” means a meeting of interested parties convened to determine a complaint.

“The Committee” means the NSWERA Management Committee consisting of elected members of the Association or their duly appointed replacements and shall include Zone Representatives or their duly appointed replacements.

“NSWERA” means the New South Wales Endurance Riders Association Inc.

“Training Drive” means a non-competitive endurance event affiliated with the NSW ERA for horses driven in harness which provides endurance training for horses and drivers over a distance of less than 60 kms, and for the purpose of these rules shall include introductory or social events.

“Training Ride” means a non-competitive endurance event affiliated with the NSW ERA for horses and riders which provides endurance training for both over a distance of less than 60 kms, and for the purpose of these rules shall include introductory or social events.

“Appeal Fee” shall be the sum of \$1000 or as varied from time to time by the Committee, which shall take into consideration the actual cost to the Association including postage, room hire, clerical fees and all other costs associated with the appeal process.

“Zone” is a geographical area within the NSWERA Divisional Boundaries that may be managed by members forming an Incorporated Association.

“Zone Representative” means a member appointed to represent an Incorporated Zone Association.

- (2) In these rules-
  - (a) a reference to a function includes a reference to a power, authority and duty; and  
  
a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **Part II- Membership**

### Membership Qualifications

4. A person is qualified to be a member of the Association if, but only if-
  - (1) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
  - (2) the person is a natural person who-
    - (a) has applied for membership of the Association as provided by rule 5 and
    - (b) has been approved for membership of the Association by the Committee of the Association.
  
5. (1) An application by a person for membership of the Association-
  - (a) shall be made to the Association in writing in whatever form is determined by the Committee from time to time.
  - (c) shall be lodged with the secretary of the Association, and
  - (d) shall be accompanied by the non refundable fee payable as determined from time to time by the Committee.
  
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Committee which shall determine whether to approve or to reject the application.
  
- (3) Where the Committee determines to approve or refuse an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that decision.
  
- (4) The secretary shall, on payment by the applicant of the amounts referred to in clause (1), and following approval of the application as referred to in clause (3), cause the applicant's name to be entered in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

### Cessation of Membership

6. A person ceases to be a member of the Association if the person-
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Association; or
  - (d) fails to renew membership by payment of annual subscription fee within 60 days of the subscription becoming due.

### Membership Entitlements Not Transferable

7. 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 upon cessation of the person's membership.

### Resignation of Membership

8. (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall cause to be made an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### Register of Members

9. (1) The public officer of the Association shall cause to be established and maintained a register of members of the Association specifying the name and 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 shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

- (3) The public officer of the Association shall cause to be removed the names of all persons who cease to be members in accordance with rule 6.

#### Classes of Members/Membership

10. (1) Classes of membership  
The membership of the Association shall consist of the following classes of members:
  - (a) ordinary member
  - (b) honorary member
  - (c) associate member
  - (d) junior member
  - (e) day member
- (2) Ordinary Member  
An ordinary member shall have attained, or will attain the age of 18 years in the membership year and shall:
  - (a) be entitled to vote at any General Meeting of the Association, including the Annual General Meeting;
  - (b) be entitled to vote in the election of the Committee; and
  - (c) be eligible to take part in endurance events affiliated with NSW ERA
  - (d) a person turning 18 years of age during the membership year shall be accepted as an ordinary member for the full year.
- (3) Honorary Member  
An honorary member is a member who has been recognised by the Association as having provided special services to the sport of Endurance Horse Riding and is nominated and approved as an honorary member at an Annual General Meeting of the Association.
  - (a) A nomination for honorary membership shall be made by at least two financial members in writing, served on the Association at least 28 days before the Annual General Meeting of the Association, and shall appear with the Notices of Motion provided to members prior to the Annual General Meeting.
  - (b) The appointment as honorary member shall be for the following membership year with all existing honorary members being considered for reappointment at the Annual General Meeting of the Association without the need for re-nomination.

- (c) An honorary member shall not be required to pay a membership fee to the Association, but shall have voting rights as an ordinary member.
  - (d) An honorary member shall be eligible to enter endurance events, subject to the provisions of the Association's rules.
- (4) Associate Member
- (a) An associate member shall not be entitled to vote on the affairs of the Association.
  - (b) Associate members are not eligible to take part in endurance rides and endurance drives affiliated with NSW ERA.
  - (c) Associate members may take part in training rides and training drives affiliated with NSW ERA, if they have valid day membership in accordance with rule 11 (4).
- (5) Junior Member
- (a) A junior member shall attain 17 years of age or less in the membership year and shall not be entitled to vote on the affairs of the Association.
  - (b) A junior member is eligible to take part in endurance events affiliated with the NSW ERA, subject to the provisions of the Associations rules.
- (6) Day Member
- (a) Day members shall not be entitled to vote on the affairs of the Association.
  - (b) A day member shall be eligible to take part in training rides and training drives affiliated with NSW ERA subject to the provisions of the Associations rules, and only on the date for which the day membership is valid.

Fees, Subscriptions etc

11. (1) Ordinary, associate and junior members of the Association shall pay an annual membership fee and submit an annual membership renewal form, as determined by the Committee from time to time.
- (2) The annual membership period expires on 31 December of the year in which the payment is made.
- (3) Ordinary and junior members are not entitled to enter any endurance ride or endurance drive whilst the current year's subscription remains unpaid.

- (4) Associate and day members shall pay a daily membership fee as determined by the Committee from time to time, prior to participating in each and every event for which they are eligible.

#### Members' Liabilities

12. 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 rule 11.

#### Disciplining of Members

13. (1) All members of the Association shall comply with the Rules governing the Association and any other rules.
  - (2) On receipt of a written complaint to or by the Committee that a member of the Association:
    - (a) may have breached any of the rules governing the Association or
    - (b) may have acted in a manner prejudicial to the interests of the Association,

the Committee may, in its absolute discretion, refer the matter to the Independent Disciplinary Panel (IDP).

  - (3) The IDP shall, upon a complaint being referred to it by the Committee:
    - (a) investigate the complaint;
    - (b) advise the member in writing of the nature of the complaint, and particulars of such breach or prejudicial acts;
    - (c) require the member to answer the complaint in writing within the timeframe mentioned in the advice contained in (b) above;
    - (d) conduct a hearing of the complaint, within the terms of reference of the IDP; and
    - (e) advise the member that legal representation is permitted at any hearing of the complaint.

- (4) Non Compliance with Association's rules  
Where the IDP, after the hearing, or having determined the matter in the absence of a hearing, finds that a member of the Association has:
- (a) breached any of the rules governing the Association; or
  - (b) acted in a manner prejudicial to the interests of the Association; or
  - (c) refused to answer the complaint or refused to attend the hearing to give evidence,

the IDP may, by resolution by a majority decision:

- (i) expel the member from the Association;
  - (ii) suspend the member from membership of the Association for a specific period;
  - (iii) suspend the member's right to compete in affiliated endurance events;
  - (iv) impose any other such disciplinary action as the IDP thinks appropriate; or
  - (v) dismiss the complaint.
- (5) The decision of the IDP shall be binding on the Committee, which shall have no right of appeal.
- (6) Service of Notice  
Where the IDP passes a resolution under rule 13 (4) the IDP shall, as soon as practical, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the IDP. Such resolution is to commence from a date specified in the advice letter.
  - (b) stating that the member has the right of appeal to a special general meeting of the Association. Such appeal must be lodged with the secretary of the Association within a period of 14 days after the service of the notice together with the appeal fee. The resolution shall remain in place until rescinded or amended by the Association at the special general meeting;
  - (c) informing the member that the member may do either or both of the following:
    - (i) attend and speak at the appeal meeting, with or without legal representation at the members discretion;
    - (ii) submit to the Association at the special general meeting at or prior to the date of that meeting written representations relating to the resolution.

- (d) informing the member that only evidence which is directly relevant to the issue of the member's breach of the rules or prejudicial conduct, and/or the penalty appropriate in the circumstances of such breach or prejudicial conduct having been established, shall be admissible at the special general meeting.
- (7) Where the secretary receives notice of an appeal from the member he shall inform the Committee which shall convene a special general meeting in accordance with these rules.
- (8) Notice of Appeal  
Where the secretary receives notice of appeal from the member he shall inform the member:
    - (a) of the date, time and place of the Special General meeting, however this date shall not be more than 60 days from the receipt of the notice of appeal;
    - (b) that the member may do the following:
      - (i) attend and speak at the meeting personally, or if a junior member, their guardian may speak on his or her behalf; and/ or
      - (ii) submit to the special general meeting at or prior to the date of that meeting written representations relating to the resolution.
- (9) Special General Meeting  
At the special general meeting, held as referred to in this rule, the Association shall:
    - (a) give to the member and/or other members an opportunity to make oral representations;
    - (b) give due consideration to any written or oral representations submitted to the special general meeting and/or the IDP at or prior to the meeting which relates to the resolution;
    - (c) by simple majority vote in a secret ballot determine whether to confirm, or amend, or to revoke the resolution of the IDP; and whether to refund all or part of the appeal fee to the member.
- (10) Notification of the Result of the resolution  
The secretary of the NSW ERA, shall within 14 days of the special general meeting, notify the member and the chairman of the IDP in writing, of the result of the ballot referred to in rule 13 (9) (c) above.
- (11) (a) The Association shall not be liable for any costs incurred by a member in making submissions to the Association or the IDP.
  - (b) The Association shall meet all reasonable costs incurred by the IDP in investigating and determining a complaint.

- (12) (a) A member expelled or suspended by this Association shall be expelled, suspended, or prohibited from membership of all other Divisions of the AERA.
  - (b) A member expelled or suspended by any other division of the AERA or the AERA itself, shall automatically be expelled, suspended or prohibited from membership of this Association on the same terms and conditions.
  - (c) A member who is the subject of any type of disciplinary restriction imposed by this Association shall be subjected to the same restriction in all other divisions of the AERA.
  - (d) A member who is the subject of any type of disciplinary restriction imposed by any division of the AERA or the AERA itself, or shall be subjected to the same restriction by this Association.
- (13) The IDP shall be entitled to receive such evidence and in such form as it thinks fit (including evidence in writing), notwithstanding that the evidence may not be legally admissible, and shall be entitled to attach such weight to that evidence as it thinks fit.
  - (14) The standard of proof on all questions to be determined by both the IDP, and the Association on appeal, shall be the balance of probabilities.
  - (15) All members of the Association must cooperate with the IDP if called upon to provide either or both written or oral evidence in respect of a complaint. Failure by a member to so co-operate with the IDP shall constitute a breach of the Association's rules.
  - (16) All deliberations and considerations of the Committee and the IDP in respect to disciplinary matters shall be in confidence and not disclosed to any other persons except where appropriate in the appeal process.

Independent Disciplinary Panel (IDP)

- 14. (1) Composition of the IDP
  - (a) The IDP shall consist of at least 5 persons, nominated by the Committee. The persons nominated shall hold office for a period of 1 year. Their term of office shall expire on the anniversary of the date of their appointment.
  - (b) When required to adjudicate, 3 members shall be chosen from the panel by lottery, by the committee.
  - (c) The 3 selected persons shall elect one of their number to act as chair person.

- (d) No member of the Committee shall sit as a member of the IDP unless the IDP is unwilling or unable to form a quorum within the meaning of clause (5).
  - (e) The Committee shall remove, by simple majority vote, any member of the IDP whom it considers unable to discharge the functions of a member of the IDP competently and impartially.
- (2) Conflict of interest  
Members of the IDP shall disqualify themselves from acting in the event of a conflict of interest relating to the issue to be resolved. The Committee may disqualify a member of the IDP from acting on a particular matter if the Committee determines by a majority decision that the member of the IDP has a conflict of interest relating to the complaint.
- (3) General conditions
- (a) Three IDP members will be required as a quorum.
  - (b) Voting at IDP meetings shall be decided by a majority vote.
  - (c) The IDP shall convene at the direction of the Committee and report its decision in writing to the Secretary of the Association.
  - (d) Members of the IDP are eligible for reappointment at the end of their term.
- (4) Casual vacancies  
The Committee shall have the power at any time to appoint a suitable person to fill any casual vacancy on the IDP.
- (5) If for any reason the IDP is unwilling or unable to form a quorum to hear a disciplinary matter, the Committee shall constitute itself as the IDP and perform all of the functions of the IDP and have all of the powers of the IDP.

### **Part III- The Committee**

#### **Powers, etc of The Committee**

15. The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting-
- (a) shall control and manage the affairs of the Association;
  - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association;
  - (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; and
  - (d) has power to require its members to maintain confidentiality on any matter that the Committee by majority so resolves.
  - (e) a breach of the resolution referred to in (d) above by any member of the Committee, shall constitute a breach of the Association's rules.

#### **Constitution and Membership**

16. (1) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of-
- (a) four office bearers; and
  - (b) six management members;
- all of whom shall be members of the Association and each of whom shall be elected at an Annual General Meeting of the Association pursuant to Rule 17.
- (c) zone representatives, all of whom shall be members of the Association and appointed by Incorporated Zone Associations.
- (2) The office bearers of the Association shall be-
- (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer; and
  - (d) the Secretary
- who shall all be appointed by the Committee annually from amongst its members.

- (3) Each member of the Committee not being a Zone Representative shall, subject to these rules, hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) 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 shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### Election of Members

17. (1) Nominations of candidates for election as members of the committee other than Zone Representatives-
  - (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate in the form prescribed by the Committee.
  - (b) shall be delivered to the secretary of the Association not less than 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 as per rule 17 (1) shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) The Committee shall arrange that there be an election for five members of the Committee each year. Any additional vacancies shall be dealt with as casual vacancies.

### Secretary

18. (1) The secretary of the Association shall, 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 ensure the keeping of minutes of-
- (a) all appointments of office bearers and members of the committee;
  - (b) the names of members of the committee present at a committee meeting or general meeting; and
  - (d) all proceedings at committee meetings and general meetings.
- (3) Minutes or proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The secretary shall be the public officer of the Association and shall exercise all the powers and duties set out for the public officer, unless otherwise decided by the Committee.

### Treasurer

19. It is the duty of the treasurer of the Association to ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - (b) 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; and
  - (c) all financial reporting is completed as required.

### Casual Vacancies

20. For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member -
- (a) dies;
  - (b) ceases to be a member of the Association;
  - (c) becomes insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - (d) resigns office by notice in writing given to the secretary;
  - (e) is removed from office under rule 21;

- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee from three consecutive meetings of the Committee.

#### Removal of Member

21. (1) The Association in general meeting may by special 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) Where a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they 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.

#### Meeting and Quorum

22. (1) The Committee shall meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall 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 stands adjourned to a date, place and time as determined by the Committee.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At the meeting of the Committee –
  - (a) the president or, in the president's absence, the vice president, shall preside; or
  - (b) if the president and the vice president are absent or unwilling to act such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

Delegation by the Committee to Sub Committee

23. (1) The Committee may, by instrument in writing, delegate to one or more sub committees (consisting of such persons as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than –
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub committee under this rule 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 section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Any act or thing done or suffered by a sub committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (5) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (6) a sub committee may meet and adjourn as it thinks proper.

### Voting and Decisions

24. (1) Questions arising at a meeting of the committee or of any sub committee appointed by the committee shall 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 the 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 rule 22 (5), the Committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub committee.

### **Part IV- General Meeting**

#### Annual General Meetings- Holding Of

25. (1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association shall hold its first annual general meeting –
- (a) within the period of 18 months after its incorporation under the Act; and
- (c) within the period of 2 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

Annual General Meeting- Calling Of and Business At

26. (1) The annual general meeting of the Association shall, subject to the Act and to rule 25, 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 shall be -
- (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 upon the activities of the Association during the last preceding financial year;
  - (c) to elect members of the Committee;
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act;
  - (e) to consider any new nominations of persons for honorary membership; and
  - (f) to consider the reappointment of all existing honorary members.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special General Meetings- Calling Of

27. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 5 percent of the total number of voting members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting -
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall 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 60 days after the 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 clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reasonably reimbursed by the Association for any expense so incurred.

#### Notice of Business

28. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 26 (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 shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) A notice of motion shall be in writing in the form prescribed by the Committee.

### Procedure

29. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty members present in person (being members entitled under these rules 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 if convened upon the requisition of members shall be dissolved. In any other case the meeting shall stand adjourned to a date, place and time as determined by the Committee and communicated to the members before the day to which the meeting is adjourned.
- (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 not less than 3) shall constitute a quorum.

### Presiding Member

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

### Adjournment

31. (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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall 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 clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### Making of Decisions

32. (1) A question arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of the show of hands, a secret ballot is demanded.
- (2) At a general meeting of the Association, a secret ballot may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where a secret ballot is demanded at a general meeting, the ballot shall be taken-
- (a) immediately in the case of a secret ballot which related to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs.
- and the resolution of the secret ballot on the matter shall be deemed to be the resolution of the meeting on that matter.
- (4) A declaration by the chairperson that a resolution has, on a show of hands or by secret ballot, 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.

### Special Resolution

33. A resolution of the Association is a special resolution if-
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in the manner specified by the Director General.

### Voting

34.

- (1) Questions arising at a general meeting of the Association will be determined by a simple majority vote, unless a special resolution is required by these rules.
- (2) Upon any question arising at a general meeting of the Association a member has one vote only.
- (3) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (4) 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.
- (5) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member and proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### Appointment of Proxies

35. (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in writing in the form prescribed by the Committee.

### **Part V- Miscellaneous**

#### Insurance

36. (1) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

#### Funds- Source

37. (1) The funds of the Association shall 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 shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### Funds- Management

38. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall 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 shall be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

#### Alteration of Objects and Rules

39. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

#### Common Seal

40. (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the public officer or secretary.

#### Custody of Books, etc

41. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### Inspection of Books, etc

42. The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

#### Service of Notices

43. (1) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### Surplus Property

44. (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53 (2) (a)-(c) of the Act.

### **HISTORICAL NOTES:**

These notes do not form part of the document.

### Table of amendments

Interpretation section 3 (1) amended to include provisions for zones and zone representatives  
amended 10 February 2007.

Section 16 (1) amended to include provisions for zone representatives  
amended 10 February 2007.

Section 16 (3) amended to include provisions for zone representatives  
amended 10 February 2007.

Section 17 (1) amended to include provisions for zone representatives  
amended 10 February 2007.

Section 10 (2) amended to provide that ordinary members shall or will attain the age of 18 years in the membership year  
amended 7 February 2009.

Section 10 (5) amended to provide that junior members shall attain the age of 17 years or less in the membership year  
amended 7 February 2009.

Footnote amended to denote version