



# **Dressage NSW Incorporated**

## **CONSTITUTION AND RULES**

(AMENDED 5th December 2017)

## **Index:**

Title	page 3
Definitions:	page 3
Membership:	page 4
Members' Liabilities	page 5
Termination of Membership	page 5
Resolution of Disputes	page 5
Disciplining of Members	page 5
Right of Appeal	page 6
Powers of Committee:	page 6
Appointment of Committee:	page 7
Meetings of the Association:	page 9
Meetings of the Committee	page 9
Voting and Decisions	page 10
Delegation to Sub-Committees	page 10
Proxies	page 11
Election of Patron	page 11
Retirement of Office Bearers	page 11
Defective Appointments	page 11
Association Banking Account	page 11
Members Subscriptions	page 11
Source of Funds	page 11
Cost of Administration	page 11
Accounts	page 12
Application of Property & Income	page 12
Contractual Engagement	page 12
Trustees	page 12
Indemnity of Officers	page 12
Alteration to Rules	page 12
Power to Borrow money	page 13
Duties of Secretary	page 13
Duties of Treasurer	page 13
Public Officer	page 13
Common Seal	page 13
Extraordinary General Meeting	page 13
Procedure at Extraordinary Meeting	page 13

## TITLE

1. The name of the Association is "Dressage NSW Incorporated"
2. The objects of the Association are:
  - (a) To promote, facilitate, assist and implement all those objects contained in the Constitution and Rules of Equestrian Australia and Equestrian New South Wales that pertain directly or indirectly to Dressage.
  - (b) To promote, hold and/or assist in holding exhibitions (including competitions, tests, demonstrations of performance and other displays) of Dressage.
  - (c) To promote, encourage and formulate the standardisation of rules and regulations governing the holding of such exhibitions.
  - (d) To promote, facilitate and assist in the acquisition and distribution of knowledge of judging and stewarding dressage exhibitions.
  - (e) To prepare panels of approved Dressage Judges and Stewards.
  - (f) To organise and conduct any courses of instruction, lectures or discussions conducive to greater efficiency and standardisation of Dressage judging, stewarding and organisation; and also conducive to the greater knowledge of horse owners and riders.
  - (g) To conduct all competitions in strict accordance with the current rules and regulations of the F.E.I., as adopted by the Equestrian Australia.
  - (h) To encourage the continued improvement of the standard of dressage riding and training with the aim of consistently achieving performances which compare with those presented at the highest international competition level.
  - (i) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them and to the furtherance and stimulation of the art of Dressage.

## DEFINITIONS

3. "**Association**" means Dressage NSW Incorporated.

"**Association Office**" means the office conducted as such by the Association.

"**Body**" denotes any club or body which has among its activities the breeding, use, care, study and/or exhibition of horses and/or ponies provided that such body is principally situated within Australia.

"**EA**" means Equestrian Australia.

"**ENSW**" means Equestrian New South Wales

"**Exhibition**" includes competitions, tests, demonstrations of performance and other displays or events in which horses participate.

"**Member**" denotes a person who has paid the applicable membership subscription in respect of the year in question and whose application for membership has been approved by the Association or a person who has been granted honorary life membership or honorary membership by the Association.

"**Office Bearer**" means each of the President, the Vice-Presidents, the Secretary and the Treasurer.

"**Person**" includes natural persons, firms, bodies corporate and other legal entities.

"**Regulations**" means regulations made by the Association as from time to time in force.

"**Rules**" means this Constitution and Rules as amended from time to time.

"**Secretary**" denotes the Secretary and/or Honorary Secretary appointed by the Committee pursuant to the Rules and includes an acting Secretary or other person for the time being appointed to exercise the secretarial functions of the Association.

"**Writing**" includes printing, typing, email and other like recognised means of communication including electronic communication.

Where the context reasonably permits, singular number includes the plural number and vice versa.

## **MEMBERSHIP**

4. Membership of the Association shall comprise:
  - (a) **Life Members** - being members who are elected as Life Members by the Committee upon such conditions and payment of fees as the Committee may determine; Life Members enjoy all the powers and privileges of ordinary members;
  - (b) **Honorary Life Members** - being persons who are members of the Association and who are elected as such by the Committee for distinguished service rendered to EA, ENSW or the Association. Honorary Life Members enjoy all the powers and privileges of ordinary members;
  - (c) **Ordinary Members** - being persons 18 years of age or over admitted to membership of the Association by the Committee;
  - (d) **Junior Members** - being persons under the age of 18 years of age admitted to such membership of the Association by the Committee. Junior Members are not eligible for election to the Committee, do not have the right to nominate another person for election to the Committee and cannot vote at any meetings of the Association.
  - (e) **Constituent Member** - being a Body that has been admitted to membership by the Committee.
  - (f) **Honorary Members** - being persons or bodies admitted by the Committee to honorary membership for such periods as it thinks fit. Honorary Members are not eligible for election to the Committee, do not have the right to nominate a person for election or to the Committee and cannot vote at any meetings of the Association.

**Application** for membership implies an undertaking to observe the Rules and Regulations of the Association.

5. Each Constituent Member shall appoint a person as its representative who shall be exclusively entitled to receive all notices as would normally be received by the Constituent Member and shall be entitled to attend and to vote in his/her own name ostensibly as principal, but in reality, as a representative.
6. Each appointment pursuant to clause 5 and any revocation thereof and new appointment shall be made by notification in writing signed by the President and Secretary or duly authorised officer of the Constituent Member and such memorandum shall be lodged with the Secretary of the Association and the appointment or revocation shall take effect as at the time of such lodgement.
7. Each Constituent Member shall be responsible for the acts and omissions of its representative and the acts and omissions of each such representative shall be deemed to be the acts and omissions of the principal.

## **ORDINARY MEMBERS AND CONSTITUENT MEMBERS**

8. Each Ordinary Member and each Constituent Member of the Association as at the date of the coming into force of these Rules shall be deemed to have been admitted to the Association pursuant to these Rules.

## **REGISTER OF MEMBERS**

9. A Register of Life Members, Ordinary Members, Honorary Life Members, Honorary Members, Junior Members and Constituent Members (and the appointed representative) and their addresses shall be kept and maintained and properly kept in written or electronic form by the Secretary.
10. All Registers kept pursuant to the Rules shall, to the extent permitted by law be available for inspection by Members at all reasonable times.
11. Members of any category of membership shall forthwith notify, in writing, the Secretary of any change of address.

## **MEMBERS' LIABILITIES**

12. The liability of a member of the Association to contribute to the debts and liabilities of the Association or the cost, 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 the Rules.

## **ADDRESS FOR SERVICE OF NOTICES**

13. The address for service of any Member shall be recorded in the records of the Association.

## **TERMINATION OF MEMBERSHIP**

14. A Constituent Member shall cease to be a Constituent Member:
- (a) If it resigns by notice in writing to the Secretary.
  - (b) If, in the opinion of the Committee, its constitution, objects or activities are or become such as to be inimical to the objects or interests of the Association.
  - (c) If the Association calls upon it to resign and in such case the Association shall not be required to assign any reason therefore.
  - (d) If it is dissolved.
15. A Member shall cease to be a Member:
- (a) If the Member resigns by notice, in writing, to Secretary to that effect.
  - (b) If the Member dies.
  - (c) If the Member is declared insane.
  - (d) If, in the opinion of the Committee, the Member fails or omits to observe any of the provisions of the Rules to be observed and performed by the Member or if the Member is called by the Committee to resign and in this respect the Committee shall not be required to assign any reason or to justify its action in calling upon a Member to resign.

## **RESOLUTION OF DISPUTES**

16. (a) A dispute between a Member and another Member (in their capacity as Members) of the association, or a dispute between a Member or Members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (b) 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.
- (c) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## **DISCIPLINING OF MEMBERS**

17. 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.
- The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
18. If the Committee decides to deal with the complaint, the Committee:
- (a) must cause notice of the complaint to be served on the Member concerned, and
  - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
19. The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in

connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

20. 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 22.
21. The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

#### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

22. (a) A Member may appeal to the Association in General Meeting against a resolution of the Committee under clause 19, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
  - (b) 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.
  - (c) On receipt of a notice from a Member under subclause (a), the Secretary must notify the Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
23. At a General Meeting of the Association convened under subclause 22 (c):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
24. The appeal is to be determined by a simple majority of votes cast by Members of the Association.

#### **POWERS OF THE COMMITTEE AND EXECUTIVE**

25. (a) The conduct and administration of the Association's affairs shall be vested in the Committee which shall have power to do all such things as are within the objects of the Association.
  - (b) The Office Bearers shall constitute an Executive which, subject to the general oversight of the Committee, shall be responsible for the conduct of the Association's business and affairs between Committee meetings. The Executive shall meet and conduct its affairs as it may from time to time agree, provided that at each meeting of the Committee, there is provided to each member of the Committee present a written report of the business undertaken by the Executive since the previous Committee meeting.
  - (c) The President is an ex-officio member of each committee or sub-committee established by the Committee. The President may appoint another person (being a member of the Committee) to attend a meeting of such committee or sub-committee, in lieu of but as the representative of the President.
26. Without prejudice to the generality of Rule 16 (a) the Committee may:
  - (a) Make such regulations as it may from time to time think fit for regulating the affairs of the Association (i) the affairs of the Association, (ii) the conduct of Official dressage competitions by Constituent Members, and may from time to time amend such regulations provided that no amendment shall be made except at a meeting duly convened and provided that the notice convening such meeting has set out the general nature of the proposed amendments.
  - (b) Regulate the appointment to the Association of Life Members, Ordinary Members, Honorary Life Members, Honorary Members, Junior Members and Constituent Members.

- (c) Delegate any of its powers and for that purpose appoints any committee or sub-committee comprising such person or persons as it may from time to time think fit subject to Clause 44 (8).

#### **APPOINTMENT OF COMMITTEE**

- 27. (a) Members shall elect by ballot twelve Committee members. Subject to sub-clause (f) of this clause, the term of office shall be three (3) years.
- (b) These twelve members shall appoint annually from among them a President, two Vice-Presidents, an Honorary Treasurer and an Honorary Secretary.
- (c) A Committee member may hold up to two offices (other than both the offices of President and Vice President)
- (d) The maximum number of consecutive terms for which a Committee member may hold office is three terms or nine years in total, after which the Member shall not be eligible for election or appointment as a Committee member for a period of one year unless otherwise determined by the Committee.

For Committee members in office at the time of introduction of this sub-clause (December 2017), the time assessed as served under this clause will either be one term of three years or, if the time served on the Committee is less than three years, the actual time served.

For avoidance of doubt, this means that for a Committee member, who has been in office for, say, two or three consecutive terms at the time of introduction of this clause (i.e. in December 2017), only one term before the 2017 Annual General Meeting will be taken into account when the total consecutive time of holding office as a Committee member is calculated.

- (e) In addition to elected Committee members, the Committee shall include up to six (6) regional delegates appointed annually by members of Constituent members of their respective regions, with rights to vote except in the appointment of office bearers, and who may be replaced by alternate delegates. The regions will be defined by the Committee and must include one covering the Metropolitan Area of Sydney. All Committee members must be financial members of EA.
- (f) At every Annual General Meeting of the Association at least one-third of the Members of the Committee, not including Delegates, (as referred to in paragraph (a) above) shall retire from office and shall, subject to subclause 27 (d), be eligible for re-election or appointment as the case may be. This one-third shall be made up as follows:
  - 1. Committee Members who were appointed by the Committee to fill casual vacancies during the Committee year in question.
  - 2. Committee Members who have been in office for three years.
  - 3. If after this selection the number of retiring Committee Members has not reached at least the number required, this third will be reached by adding the required number from those of the remaining Committee Members who have been longest in office.
- (g) As between two or more members of the Committee who have been in office an equal length of time the member or members of the Committee who retire shall in default of agreement between them be determined by lot.
- (h) The length of time a member of the Committee has been in office shall be computed from the Member's last election or appointment.
- (i) A retiring member of the Committee shall, subject to sub-clause 27 (d), be eligible for re-election and shall act as a member of the Committee throughout the meeting at which the member retires.
- (j) In the event of the President retiring, he/she may (but need not) be elected by the Committee as one of the two Vice-Presidents provided that he/she has been re-elected to the Committee by the Members.
- (k) The Committee may co-opt additional members, not more than four in number, for particular functions or purposes. Co-opted Members must be Members of the Association or be formally admitted to Honorary Membership of the Association for the duration of their appointment as Co-opted Committee Members. Co-option for a particular event will end automatically when the event has been completed and a report has been prepared. Co-option for an on-going function will end automatically at the next Annual General Meeting of the Association. Co-opted Members have the status of other Committee members in all respects but have no rights to vote at a Committee meeting or to become an Office bearer.

28. Every Member including Honorary Life Members but excluding Honorary Members and Junior Members of the Association, shall have the right to nominate any other eligible Ordinary Member for the Committee which shall be filled by election by ballot pursuant to Rule 20.
29.
  - (a) The President shall appoint a Returning Officer and two or more scrutineers to conduct the ballot. These need not necessarily be Members of the Association. The President will ensure that the Returning Officer at the time of appointment nominates the office to which the ballot papers are to be returned. The nominated office should be that of persons or organisations independent of the administrative structure of the Association.
  - (b) The President shall prescribe the date within which all nominations of candidates must be lodged with the Secretary which date shall be not less than thirty-five days prior to the date of the Annual General Meeting of the Association. This date will be notified to Members not less than fourteen days before the prescribed date. Every nomination should be signed by the proposer who must be an Ordinary Member. The nominee must signify acceptance not later than the closing date for nominations.
  - (c) Should the number of nominations exceed the number of vacancies; a ballot will be conducted in accordance with the following rules:
    - (i) The Secretary shall prepare a ballot paper listing the nominated persons in alphabetical order by surname. A copy of this ballot paper together with instructions and a notice of the closing date of the ballot shall be posted to reach every Ordinary, Life Members and Honorary Life Members not later than twenty-one days before the closing date of the ballot. The ballot paper shall be deemed to have reached each Member five working days after having been posted or sent electronically.
    - (ii) All ballot papers may sent by post or electronically and must be received by the Returning Officer, at the office nominated by the Returning Officer, by 5 p.m. on a day three days prior to the date of the Annual General Meeting.
    - (iii) No Member shall vote for a greater or lesser number of candidates than the number of vacancies on the Committee that have to be filled.
    - (iv) The ballot shall be secret and all the measures to ensure secrecy shall be taken by Returning Officer.
    - (v) If any question arises as to the validity or invalidity of any voting paper, a statement by the Returning Officer that the voting paper concerned is or is not valid will be submitted to the Annual General Meeting.
  - (d) Should the number of nominations be equal to or less than the number of vacancies, a ballot will not be conducted and the Members nominated will be declared elected at the Annual Meeting.
  - (e) In the event that the number of nominations is less than the number of vacancies or any nomination is withdrawn for any reason before the closing date of the ballot the vacancies shall be filled by the members at the Annual General Meeting provided that the person or persons nominated have indicated their acceptance of nomination either verbally or in writing.
  - (f) The Committee shall have the power to appoint any Ordinary Member to fill any casual vacancy occurring during the year. Such appointment will be valid until the next Annual General Meeting when it should be replaced with the appointment of a Member properly elected or appointed under this Rule for the term of three (3) years.
  - (g) A member of the Committee who wishes to nominate an Ordinary Member to fill a casual vacancy shall, not later than fourteen (14) days before the date of the meeting at which such vacancy is to be filled, forward the nomination to the Secretary together with the written consent of the nominated Member and the Secretary shall notify the members of the Committee of such nomination in the notice convening the meeting.
  - (h) All Committee members must disclose any potential conflict of interest and must not use their position or privileged information for a dishonest purpose or for personal advantage.



## **MEETINGS OF THE ASSOCIATION**

30. An annual general meeting of the Association shall be held yearly in NSW as nearly as practicable to the month of July but in any case before the end of December, at a time and place, to be determined by the Committee.
31. Extraordinary General Meetings of the Association may be held from time to time at any place within NSW as may from time to time be deemed to be desirable by the Committee or as provided for by the next succeeding clause.
32. The time and place of any Extraordinary General Meeting shall be determined by the Committee or failing it, by the President or failing him/her, by the Secretary.
33. Unless otherwise determined by the President, a meeting of the Association shall be convened by at least fourteen days notice in writing to each Member.
34. A notice shall be deemed to be duly given if addressed and posted to the Member's address recorded in the books of the Association or addressed and posted to the Member's last known address, or if published in the official magazine of the Association, and any such notice shall be deemed to have been received by the Member five working days after post or publication.
35. A quorum for a meeting of the Association shall be fifteen (15) Members present either in person or by proxy.
36. If a quorum is not present within half an hour of the time arranged for the meeting, the meeting shall be adjourned to such time and place as the President, if present, or failing him/her, a Vice-President, or failing him/her, a resolution of the Members shall determine.
37. Unless otherwise provided in these Rules, the Association may meet together, adjourn and regulate its proceedings when and as they by resolution from time to time determine.

## **MEETING OF THE COMMITTEE**

38. (a) Meetings of the Committee will be called by the President, or failing him/her, by the Secretary. A meeting of the Committee shall be convened with at least fourteen (14) days notice in writing being given to each member. The President may, with the agreement of at least two thirds of the elected members, call a meeting with shorter notice.  
(b) Unless the Committee otherwise resolves, any Member may attend or observe a meeting of the Committee. However such Member shall not be entitled to participate in the deliberations of the Committee, except with the leave of the meeting.
39. (a) A notice shall be deemed to be duly given if addressed and posted to the Member's address recorded in the books of the Association or addressed and posted to the Member's last known address or sent electronically and all such notices shall be deemed to have been received by the Member five working days after having been posted.  
(b) A notice shall also be deemed to be duly given if emailed to the Member's last known email address (as recorded by the Secretary) and shall be deemed to have been received by the member on the next working day after the date on which the email was sent.
40. A quorum for a meeting of the General Committee shall not be less than six (6) Committee members.
41. A meeting of the General Committee shall be convened at the discretion of the President or at the request of at least six (6) members of the Committee.  
(a) A Committee meeting may be held at two or more venues using technology approved by the Committee that gives each of the Committee members a reasonable opportunity to participate.  
(b) 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.
42. (a) A member of the Committee (not being a regional delegate) who is absent from three consecutive meetings of the Committee or from any four meetings of the Committee in any one Committee year, shall, unless the Committee resolves to the contrary, be deemed to have resigned from the Committee, and the vacancy thereby created is to be treated as a casual vacancy.  
(b) A member of the Committee who is a regional delegate must present a written report (containing such information as the Committee may from time to time require) to the Secretary, no later than 7 days prior to a meeting of the Committee that the delegate is unable to attend. If a delegate does not

submit a satisfactory written report for, or does not attend, three consecutive meetings of the Committee, in any twelve month period, the Committee may declare the delegate's position to have been vacated and invite the region in question to nominate a replacement delegate. If the region does not do so within 60 days of such invitation, the Committee can (but need not) fill the position with its own nominee.

- (c) In the case of a regional delegate who resigns from that position, the region must nominate a replacement delegate. If the region does not do so within 60 days of such resignation, the Committee can (but need not) fill the position with its own nominee.

### **VOTING AND DECISIONS**

43. (a) 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 and if the Committee member participates in the meeting via technology they shall have the same rights of voting as the members present at that meeting
- (b) Each member present at a meeting of 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.
- (c) Subject to clause 40, the Committee may act despite any vacancy on the committee
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, 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.

### **DELEGATION BY COMMITTEE TO SUB- COMMITTEES**

44. (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.
- (8) A Sub-Committee may not commit expenditure of funds that fall outside of the delegated amounts determined annually by the Committee.

## **PROXIES**

45. Proxy voting on a duly completed authorised form obtainable from the Secretary shall be permitted at an Annual General Meeting and an Extraordinary General Meeting. All proxies must be in the hands of the Secretary prior to commencement of the meeting in question.

## **ELECTION OF PATRON OR VICE PATRON**

46. The Association may at the Annual General Meeting invite any person or persons to become the Patron and/or Vice Patron of the Association.

## **RETIREMENT OF OFFICE BEARERS**

47. (a) Any person holding office on the Committee shall vacate this office by notice in writing to the Secretary to that effect or when he/she ceases to be a Member of the Association.
- (b) Retiring Office Bearers and other Committee Members must hand over any documents of the Association within fourteen (14) days after ceasing office. This includes the deletion of electronic files kept in the course of holding the office.

## **DEFECTIVE APPOINTMENTS**

48. Where there is some defect discovered in the appointment or election of the Committee, a Sub-Committee or a person acting for and on their behalf, any acts done by such Committee, Sub-Committee or person until such time shall be valid as if the Committee, Sub-Committee or person had been duly qualified and appointed.

## **ASSOCIATION BANKING ACCOUNT**

49. The Association shall open a banking account in Sydney including an area within 100 km of the G.P.O., in the name of the Association with one of the recognised banks.
50. The Association's banking account shall be operated upon by cheques or electronically and signed or authorised by such persons not being less than two as the Association may from time to time authorise.
51. a) The Committee shall from time to time determine the maximum amount up to which payments may be made in cash rather than by cheque drawn upon the Association's banking account.
- b) The Committee shall from time to time determine which recurring payments be authorised for automatic electronic direct debit from the Association's bank account.
52. All cash, cheques and negotiable instruments received by or for the Association shall forthwith be paid to the credit of the Association's banking account.

## **MEMBERS' SUBSCRIPTIONS**

53. The membership subscription for each Member of the Association shall be subject to determination from time to time by the General Committee and be not less than \$50.00 for Life Members, for Yearly Members \$5.00, Junior Members \$2.00 and for Constituent Members \$2.00. A membership application form must be accompanied by the appropriate subscription payment, together with a joining fee as determined by the General Committee.

## **SOURCE OF FUNDS**

54. The funds of the Association shall be derived from annual subscriptions of members and subscriptions to the official magazine of the Association, entrance fees, donations, sponsorship moneys, sale of member merchandise, and, subject to any resolution passed by the Association at a General Meeting, such other sources as the Committee determines.
55. Pursuant to Rule 43 every Junior Member, Ordinary Member and Constituent Member shall pay to the Association the prescribed subscription. A person shall not be regarded as a Member of the Association for any purpose if that person's subscription is overdue.

## **COST OF ADMINISTRATION**

56. The Association shall meet all its administration expenses out of revenue.

## **ACCOUNTS**

57. The Association shall keep detailed accounts of its financial transactions and its assets and liabilities to be able to show its true financial position at the end of each year. The end of the financial year of the Association will be the 30th day of June each year.
58. The Secretary shall ensure that a statement of the Association's income and expenditure is prepared for each financial year, together with a balance sheet showing the assets and liabilities of the Association at the close of each year. These financial statements shall be examined and certified by the appointed auditor and shall be signed as correct by the President or Honorary Treasurer and the Secretary. The Secretary shall submit a copy to the Annual General Meeting of Members at the close of the year.
59. The Association's books of account shall be kept at such place or places as the General Committee shall determine.

## **APPLICATION OF PROPERTY AND INCOME**

60. All income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in the rules PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any official or servant of the Association or to any Member or other person in return for any services actually rendered to the Association.
61. In the winding up of the Association the funds after the liabilities have been discharged shall be devoted to the promotion of objects similar to those of the Association and to such body or bodies as are decided upon by the Association and no Member or Constituent Member shall be entitled to receive any part of such funds.

## **CONTRACTUAL ENGAGEMENT**

62. Subject to the approval or confirmation of the General Committee being first obtained and within the scope of the objects of the Association the Secretary is authorised to contract any obligation and to sign any contract in the name and on behalf of the Association.
63. Every such obligation shall be binding upon the Members of the Association whose liability shall be a joint liability limited to the amount of the Member's annual subscription.

## **TRUSTEES**

64. The property of the Association may be held if forming part of the funds of the Association in the name of such person or persons (as Trustee or Trustees) as the Association may from time to time determine.

## **INDEMNITY OF OFFICERS**

65. Every officer appointed by the Association or the Committee and every member of the Committee shall be entitled to be indemnified out of the funds of the Association against any loss, expense or liability incurred or sustained by him/her in the bona fide and proper exercise of his/her duty.

## **ALTERATION TO RULES**

66. The Association may by Special Resolution carried by not less than three-fourths of the Members present and voting either in person or by proxy at a meeting of the Association convened by at least sixty days' notice amend the Rules whether by alteration, addition or deletion in such a manner as it may think fit PROVIDED THAT:
  - (a) the notice convening the meeting shall specify the nature of the proposed amendment to be considered at such meeting; and.
  - (b) such notice shall be sent only to each Member of the Association either by post or electronically.
  - (c) Notice of any amendment so made shall be given by the Secretary to all members as soon as practicable after the close of the meeting.

**POWER TO BORROW MONEY**

67. Subject to the prior approval of an Extraordinary General Meeting of the Association, the Association may issue debenture stock or bonds of the Association at any time in any form or manner including the power to restrict the transfer assignment or charge thereof or any of them and for any amount and may raise or borrow for the purpose of the Association any sum or sums of money either upon mortgage or charge of any property of the Association or on debenture stock or bonds or otherwise as it may think fit. This resolution shall be passed at an Extraordinary General Meeting by a majority of not less than two-thirds.

**DUTIES OF THE SECRETARY**

68. The Secretary shall, subject to the Rules, be responsible for the taking of minutes of meetings of the Association and of the Committee, for the circulation of such minutes and correspondence as the Committee directs, and for the writing of correspondence on behalf of the Association. The Secretary is responsible for liaison between the Association and other organisations. The remuneration, if any, shall be fixed by the Committee.

**DUTIES OF TREASURER**

69. The Treasurer shall in each year prepare a Balance Sheet and Statement of Accounts and shall submit the same duly audited together with all documents relating thereto to the Annual General Meeting. The Treasurer shall attend all meetings at which matters of finance are to be discussed. The remuneration, if any, shall be fixed by the Committee.

**PUBLIC OFFICER**

70. Unless a General Meeting of the Association appoints another member to this office, the Secretary of the Association will be its Public Officer.

**COMMON SEAL**

- 71. (i) The Common Seal of the Association shall be kept in the custody of the Public Officer.
- (ii) 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 of two (2) members of the Committee, at least one of whom shall be an Office Bearer.

**EXTRAORDINARY GENERAL MEETING**

72. An extraordinary general meeting may be called by the President or at the request, in writing, from eight (8) Members.

**PROCEDURE AT EXTRAORDINARY GENERAL MEETING**

73. At all Extraordinary General Meetings the President shall take the chair or if absent some other Member shall be elected to the chair. A quorum for an Extraordinary General Meeting shall be no less than twenty-five (25) Members, present in person. Honorary Members and Junior Members shall have no voting power. If a quorum is not present thirty minutes after the hour appointed for the meeting, the meeting shall stand adjourned to such day as the Members present may appoint and at such adjourned meeting no quorum shall be required. Resolution at meetings shall be decided by a simple majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

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