



**RULES FOR THE**  
***BUSSELTON HORSE AND PONY CLUB INC.***

**(ASSOCIATIONS INCORPORATION ACT 2015)**

**Adopted on 12/06/2019**

***Registered with Department of Mines, Industry  
Regulations and Safety Consumer Protection  
27<sup>th</sup> August 2019.***



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## 1. NAME OF ASSOCIATION

The name of the Association is *“Busselton Horse and Pony Club Inc.”*.

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In these Rules, unless the contrary intention appears -

**Act** means the *Associations Incorporation Act (WA) 2015*;

**Association** means the incorporated association (club) to which these Rules apply;

**Books**, of the Association, includes the following:

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) a document; and
- d) any other record of information;

**Chairperson** means the Committee Member holding office as the chairperson or president of the Association;

**Club Chief Coach** means the person who is appointed to be the chief coach of the Association's Pony Club activities as approved by Pony Club WA;

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;

**Committee** means the management committee of the Association;

**Committee Meeting** means a meeting of the Committee;

**Committee Member** means a member of the Committee including Office Holders and General Committee Members;

**Dispute Committee** has the meaning given in clause 16.2(a);

**EA** means Equestrian Australia Limited;

**EWA** means Equestrian Western Australia Incorporated;

**Financial Records** include:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
- d) the methods by which financial statements are prepared; and
- e) adjustments to be made in preparing financial statements;

**Financial Report**, of a tier 2 association or tier 3 association, has the meaning given in section 63 of the Act;

**Financial Statements** means the financial statements of the Association required under Part 5 Division 3 of the Act;

**Financial Year** has the meaning given in Rule 21.1;

**General Meeting** means a meeting of the Association;

**General Committee Member** means a Committee Member who is not an office holder of the Association under Rule 9;

**Member** means any person who is a member of the Association under Rule 7.

**Office Holders** means:

- a) the Chairperson;
- b) the deputy Chairperson;
- c) the Secretary; and
- d) the Treasurer,

of the Association.

**Register** means the register of Members referred to in section 53 of the Act;

**Rules** means these Rules of the Association, as in force for the time being;

**Secretary** means the Committee Member holding office as the secretary of the Association;

**Special General Meeting** means a General Meeting of the Association other than the annual general meeting;

**Special General Meeting Request** has the meaning given in clause 13.2(b).

**Special Resolution** means a resolution passed:

- a) at a General Meeting of the Association;
- b) by not less than 75% of the Members who cast a vote at the meeting; and
- c) in accordance with section 51 of the Act;

**Sub-committee** means a sub-committee appointed by the Committee under Rule 12.9;

**Tier 1 Association** means an incorporated association to which section 64(1) of the Act applies;

**Tier 2 Association** means an incorporated association to which section 64(2) of the Act applies;

**Tier 3 Association** means an incorporated association to which section 64(3) of the Act applies;

**Treasurer** means the Committee Member holding office as the treasurer of the Association; and

**Voting Member** means any Member of the Association who is 18 years or older and whose category of membership is granted voting rights at a General Meeting.

## 2.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

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

### **2.3 Severance**

If any clause in these Rules or any phrase contained therein is held to be invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules. .

### **2.4 Compliance with the Act**

These Rules are subject to the Act and the Act shall prevail over the Rules to the extent of any inconsistency.

## **3. OBJECTS OF ASSOCIATION**

The objects of the Association are to:

- (a) encourage people to ride and to learn to enjoy all approved kinds of sport connected with horses and riding;
- (b) provide instruction in riding and horsemanship and to instill in Members the proper care of their animals;
- (c) to organize and promote equestrian sport events and competitions;
- (d) promote the highest ideals of fellowship, citizenship and loyalty, and to cultivate strength of character and self-discipline;
- (e) affiliate with the organisation, Pony Club Western Australia Incorporated and adopt its rules, policies and framework as far as they are applicable to our Members, events and activities;
- (f) participate as a member of Pony Club Western Australia Incorporated, so that Pony Club can be conducted, encouraged, promoted, advanced and administered in Western Australia;



- (g) affiliate with the organisation Equestrian Western Australia Incorporated (EWA) and adopt its rules, policies and framework as far as they are applicable to our Members, events and activities; and
- (h) affiliate with any other equestrian organization having an interest in the promotion of equestrian sport, recreation or activities or other sports;
- (i) at all times act on behalf of, and in the interest of, the Members of the Association.

#### **4. POWERS OF THE ASSOCIATION**

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

#### **5. NOT FOR PROFIT**

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and, subject to clause 5(b) no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Association if the payment is:
  - (i) made in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business;
  - (ii) in respect of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
  - (iii) in respect of reasonable rent to the Member for premises leased by the Member to the Association; or
  - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association or in connection with the performance of the Member's duties, powers and functions.

#### **6. MEMBERS**

##### **6.1 Categories of Members**

The Members of the Association shall consist of:

- (a) Any categories of membership that Pony Club Western Australia has approved and which have been adopted by the Association by resolution at a General Meeting;
- (b) Additional categories of membership that the Association approves at a General Meeting, with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing class of membership such as but not limited to; adult riding members, corporate members, honorary members and life members.

- (c) When setting categories of membership at a General Meeting the Association must provide details of any eligibility criteria, restrictions, application approval process and voting rights attached to that class of membership.

## **6.2 Life Members**

- (a) The Committee may recommend to the Members at any annual general meeting that a person who has rendered distinguished service to the Association, be appointed as a Life Member.
- (b) The appointment of any person, recommended by the Committee in accordance with Rule 6.2(a), as a Life Member is subject to a Special Resolution to be passed at an annual general meeting of the Association.
- (c) A person, appointed as a Life Member in accordance with Rule 6.2(b), must accept or reject the appointment. Upon receipt of acceptance, the Association shall enter that person's details into the Register and from the time of entry the person shall be a Life Member of the Association.
- (d) At no time shall the total number of Life Members of the Association exceed 8 people.

## **7. MEMBERSHIP**

### **7.1 Eligibility for Membership**

Any person who supports the objects or purposes of the Association is eligible to become a Member.

### **7.2 Becoming a Member**

- (a) Any person who wishes to become a Member must apply to the Association in accordance with the procedures set down by the Association.
- (b) The Committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (c) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (d) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (e) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.
- (f) A person becomes a Member of the Association when:
  - (i) the person's application is accepted by the Committee; and
  - (ii) the person's membership fees payable to the Association under Rule 7.6 are received.

### **7.3 When Membership Ceases**

- (a) A person ceases to be a Member upon the occurrence of any of the following:
  - (i) the end of the Association's membership period from year to year;
  - (ii) the person dies;
  - (iii) in the case of a body corporate, the entity is wound up;
  - (iv) the person resigns from the Association;
  - (v) the person is expelled from the Association; or
  - (vi) the person ceases to be a member of the Association for any other reason.
  
- (b) When a person, ceases to be a Member, the Association must keep a record of:
  - (i) the date on which the person ceased to be a Member; and
  - (ii) the reason why the person ceased to be a Member,

for a period of one year from the date on which the person ceased to be a Member.

### **7.4 Resignation**

- (a) A Member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
  
- (b) The resignation takes effect on the later of:
  - (i) the date the Secretary receives the notice; or
  - (ii) the date stated in the notice (if any).
  
- (c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation, which may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

### **7.5 Rights not Transferable**

The rights of a Member are not transferable and end when membership ceases.

### **7.6 Membership Fees**

- (a) The Committee must determine the annual membership fee (if any) and any other fees to be paid for membership to the Association.
  
- (b) The fees determined under Rule 7.6(a) may vary as between different categories of membership.

## **8. REGISTER OF MEMBERS**

### **8.1 Maintaining the Register**

- (a) The Association shall keep and maintain a Register in accordance with the Act, containing:
  - (i) the name and residential, postal or email address of each Member; and

- (ii) the categories of membership of each Member).
- (b) Any changes to the information contained in the Register must be recorded by the Association within 28 days after the change occurs.

## **8.2 Inspection of Register**

- (a) A Member may apply, in writing, to the Committee for a copy of the Register. The Committee may, in its sole discretion, require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (b) The Committee may charge a reasonable fee for providing a copy of the Register to a Member.
- (c) A person must not use or disclose any information in the Register for any purpose other than a purpose that:
  - (i) is directly connected with the affairs of the Association; or
  - (ii) relates to the administration of the Act.

## **9. COMMITTEE**

### **9.1 Powers of the Committee**

- (a) The Committee shall have the power to manage the affairs of the Association.
- (b) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (c) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any).

### **9.2 Composition of the Committee**

- (a) The Committee shall consist of the Office Holders and at least one (1) but not more than eleven (11) General Committee Members.
- (b) The composition of the Committee will consist of:
  - (i) not less than 60% of eligible members comprised from the Pony Club Western Australia membership category adopted by the Association;
  - (ii) not more than 40% of eligible members comprised from any other approved Association membership category.
- (c) The Committee may appoint the Club Chief Coach as:
  - (i) an Office Holder; or
  - (ii) a General Committee Member.

- (d) The Committee may appoint a junior riding member to the Committee as a non-voting Junior Committee representative (or similar).
- (e) The Association may combine the roles of Office Holders, save that;
  - (i) The Chairperson cannot also be the Deputy Chairperson;
  - (ii) There must be at least 3 separate people holding the Office Holder roles at any one time.

### **9.3 Responsibilities of Committee Members**

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:
  - (i) were an officer of the Association in the Association's circumstances; and
  - (ii) occupied the office held by, and had the same responsibilities within the Association as, the Committee Member.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties:
  - (i) in good faith in the best interests of the Association; and
  - (ii) for a proper purpose.
- (c) A Committee Member must not improperly use his or her position to:
  - (i) gain an advantage for the officer or another person; or
  - (ii) cause detriment to the Association.
- (d) A person who obtains information because the person is, or has been, a Committee Member of the association must not improperly use the information to:
  - (i) gain an advantage for the person or another person; or
  - (ii) cause detriment to the Association.

### **9.4 Duties of Office Holders**

- (a) Chairperson

It is the duty of the Chairperson to:

- (i) consult with the Secretary regarding the business to be conducted at each Committee Meeting and any General Meeting; and
- (ii) convene and preside at Committee Meetings and preside at General Meetings provided for in these Rules.

- (b) Deputy Chairperson

It is the duty of the deputy Chairperson to:

- (i) generally support the Chairperson in performing his or her duties; and
- (ii) perform the duties of the Chairperson in his or her absence.

(c) Secretary

It is the duty of the Secretary to:

- (i) deal with the Association's correspondence;
- (ii) consult with the Chairperson regarding the business to be conducted at each Committee Meeting and General Meeting;
- (iii) prepare the notices and agendas required for Committee Meetings and General Meetings;
- (iv) unless another Member is authorised by the Committee to do so, maintain on behalf of the Association the Register, and record in the Register any changes in the membership, as required under section 53(1) of the Act;
- (v) maintain, on behalf of the Association, an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (vi) unless another Member is authorised by the Committee to do so, maintain, on behalf of the Association, a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (vii) ensure the safe custody of the Books, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (viii) maintain full and accurate minutes of Committee Meetings and General Meetings; and
- (ix) carry out any other duty given to the Secretary under these Rules or by the Committee.

(d) Treasurer

It is the duty of the Treasurer to:

- (i) ensure that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (ii) ensure that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (iii) ensure that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
- (iv) ensure that the Association complies with the relevant requirements of Part 5 of the Act;
- (v) ensure the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (vi) coordinate the preparation of the Association's financial statements in accordance to the Association tier, before their submission to the Association's annual general meeting;
- (vii) provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act; and
- (viii) carry out any other duty given to the Treasurer under these Rules or by the Committee.

## **9.5 Conflict of Interest**

(a) A Committee Member shall declare his or her interest in any of the following matters:

- (i) contractual;
- (ii) selection;
- (iii) disciplinary; or
- (iv) financial;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.

(b) If the Committee Member votes on any matter in which he or she has a conflict of interest the vote shall not be counted.

(c) In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself or herself from discussions and refrain from voting due to a conflict of interest, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

(d) The existence and nature of the interest must be declared by the Committee Member at the earlier of the first Committee Meeting or General Meeting:

- (i) at which the relevant matter is taken into consideration; or
- (ii) following the acquisition of such interest in such matter.

(e) All disclosed interests must also be disclosed to the Members at each annual general meeting of the Association in accordance with the Act.

## **9.6 Payments to Committee Members**

Any payments to Committee Members out of the funds of the Association must either be authorised in accordance with clause 5(b) or by resolution of the Members at a General Meeting (as applicable).

## **9.7 Transitional Arrangements**

The Committee Members in office immediately prior to approval of these Rules under the Act shall continue in those positions until the next annual general meeting of the Association following such adoption of these Rules following which, the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with the Rules. .

## **10. ELECTION OF COMMITTEE**

### **10.1 Eligibility**

(a) Any person seeking election to the Committee and any Committee Member must be eligible under Section 39 and 40 of the Act.

(b) No person shall hold a Committee position within the Association unless they are, or intend to become, a Voting Member.

- (c) Other than a junior riding member who is appointed to the Committee in accordance with clause 9.2(c), only Members who are 18 years and over are eligible to hold a position on the Committee.
- (d) Committee Members must be elected to the Committee at an annual general meeting of the Association or appointed under Rule 11.

## **10.2 Elections**

- (a) A person who is eligible for election or re-election under this Rule may be:
  - (i) nominated by another Member and agree to that nomination; or
  - (ii) propose or second himself or herself for election or re-election.
- (b) A person may vote in respect of his or her own election.
- (c) If the number of nominations received for election to the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then, if approved by the majority of Members entitled to vote, those nominated shall be declared elected.
- (d) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under Rule 10.2 (c) the positions will be deemed casual vacancies under Rule 11.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot by the simple majority method shall be taken to decide who shall hold office.

## **10.3 Term of Office**

- (a) Subject to Rule 11, a Committee Member's term will be from the date of election under Rule 10.2 until each of the positions on the Committee are declared vacant at the next annual general meeting of the Association.
- (b) Subject to Rule 10.1, all Committee Members are eligible for re-election from year to year.

## **11. COMMITTEE VACANCIES**

### **11.1 Vacancy on the Committee**

A Committee Member's term ends, and that Member's position becomes vacant if the Member:

- (a) resigns by notice in writing delivered to the Chairperson (or in the case of a Chairperson resigning, delivered to the Secretary);
- (b) dies;
- (c) is or becomes ineligible to act as a Committee Member under Rule 10.1;
- (d) becomes physically or mentally incapable of performing the Committee Member's duties and the Committee resolves that his or her office be vacated for that reason;



- (e) is absent, without the consent of the Committee, from three Committee Meetings within a period of six months; or
- (f) is the subject of a resolution passed by the Committee in accordance with Rule 11.3 removing him or her as a Committee Member.

### **11.2 Casual Vacancies**

Any casual vacancy remaining on the Committee after the application of Rule 10.2 may be filled by the Committee appointing a Member to fill that vacancy. A Member appointed under this Rule will hold office until the next annual general meeting of the Association.

### **11.3 Removal of a Committee Member**

- (a) The Committee may remove a Committee Member if, in the reasonable opinion of the Committee, the Committee Member:
  - (i) has acted in manner that is inconsistent with the objects and interests of the Association;
  - (ii) has acted in a manner that has brought, or is likely to bring, the Association into disrepute; or
  - (iii) breaches, or is suspected of breaching, the terms of these Rules or the Act.
- (b) The Committee shall notify the relevant Committee Member that is the subject of a proposed resolution under Rule 11.3(a) of the Committee's intention to terminate the Committee Member's appointment and set out the grounds for doing so in writing, not less than 14 days prior to the Committee meeting at which termination is to be considered.
- (c) The relevant Committee Member that is the subject of a proposed resolution under Rule 11.3(a) may make representations to the Committee in relation to the proposed termination, either in person or in writing, before the Committee determine the matter.

## **12. COMMITTEE PROCEEDINGS**

### **12.1 Meetings of the Committee**

- (a) Any Committee Member may call a Committee Meeting by giving reasonable notice to each Committee Member.
- (b) The Committee shall meet as often as is necessary to discharge its duties to the Association and in any event at least six (6) times in each calendar year as determined by the Committee.
- (c) The Committee may adjourn and otherwise regulate its meetings as it thinks fit.

### **12.2 Meetings by Telecommunications**

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Committee Members are taken to be present at the Committee Meeting for the purposes of 12.3;
- (b) the Committee Meeting is taken to be held at the location where the Chairperson of the meeting is; and
- (c) all proceedings of the Committee conducted in accordance with this Rule are valid and effective as if conducted at a Committee Meeting at which all the Committee Members were present in person.

### **12.3 Quorum**

- (a) No business may be transacted at a Committee Meeting unless a quorum is present.
- (b) The quorum for a Committee Meeting shall be the nearest whole number above 50% of Committee Members inclusive of two Office Bearers.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Committee Meeting:
  - (i) the meeting stands adjourned to a day, time and place as determined by the Committee or, if no decision is made by the Committee, to the same time, day and place in the following week (**Adjourned Committee Meeting**); and
  - (ii) if no quorum is present at the Adjourned Committee Meeting within 30 minutes after the notified commencement time for the meeting, and at least three Committee Members are present at the meeting, those Committee Members present are taken to constitute the quorum.
- (d) In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.

### **12.4 Guests at Committee Meetings**

- (a) The Committee may invite a Member or any other person who is not a Committee Member to attend a Committee Meeting.
- (b) A person invited to attend a Committee Meeting under Rule 12.4(a) has no right to:
  - (i) receive any agendas, notices or papers relating to the Committee Meeting;
  - (ii) to vote; and
  - (iii) to comment on any matters discussed at the Committee Meeting without the Committees' consent;
  - (iv) may be asked to leave the meeting at any time by the Committee.

## **12.5 Decisions of Committee**

- (a) Subject to these Rules a resolution of the Committee must be passed by a majority of the votes of Committee Members present and entitled to vote on the resolution.
- (b) In case of an equality of votes, the Chairperson has a casting vote in addition to his or her deliberative vote.

## **12.6 Resolutions not in Meeting**

- (a) The Committee may pass a resolution without a Committee Meeting being held if the majority of Committee Members entitled to vote on the resolution:
  - (i) confirm by email, text message or any other method of communication approved by the Committee that they are in favour of the written resolution, in accordance with any policies adopted by the Committee for this purpose; or
  - (ii) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the written resolution set out in the document.
- (b) The resolution is passed when the last Committee Member confirms their approval of the resolution and this confirmation is duly recorded against the written resolution.

## **12.7 Minutes of Committee Meetings**

- (a) The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- (b) The minutes of each Committee Meeting must record the following:
  - (i) the names of Committee Members present at the meeting;
  - (ii) the name of any person attending the meeting under Rule 12.4;
  - (iii) the business considered at the meeting; and
  - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The Chairperson must ensure that the minutes of a Committee Meeting over which she or he presides are reviewed as soon as practicable after that Committee Meeting and accepted by the Committee as a true record at the following Committee Meeting.
- (d) In the absence of evidence to the contrary, contents of the minutes that are recorded and accepted by the Committee as a true record in accordance with this Rule 12.7 are evidence of the matters shown in the minutes.

## **12.8 Acts Valid Despite Defective Appointment**

Any act done at any Committee Meeting by any person acting as a Committee Member, regardless of whether it is later discovered that there was some defect in the appointment of such Committee Member or that the Committee Member was not eligible for election under Rule 10.1, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

## **12.9 Delegations**

- (a) The Committee may create or establish or appoint sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Committee determines from time to time.
- (b) The Committee may delegate such duties and functions of the Committee other than:
  - (i) the power of delegation; and
  - (ii) a function which is a duly imposed on the Committee by the Act or any other law.
- (c) Any delegation by the Committee must be made in writing.

## **13. GENERAL MEETINGS**

### **13.1 Annual General Meeting**

- (a) The Association must hold an annual general meeting once in each calendar year and no later than six months after the end of the Financial Year, except where the Commissioner has allowed a longer period under the Act.
- (b) The Committee must determine the date, time and place of the annual general meeting each year.
- (c) The ordinary business of the annual general meeting shall be:
  - (i) to confirm the minutes of the previous annual general meeting and of any Special General Meeting held in the time since the last annual general meeting;
  - (ii) to receive and consider:
    - (A) if the Association is a tier 1 association, the financial statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
    - (B) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
    - (C) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report (as applicable);
  - (iii) to elect Committee Members in accordance with these Rules;
  - (iv) to consider and determine the Association's categories of Membership in accordance with these Rules;
  - (v) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act; and
  - (vi) to transact any other business which under these Rules or the Act may properly be brought before the annual general meeting.

- (d) No business other than that stated on the notice of an annual general meeting shall be transacted at that meeting.

### 13.2 Special General Meetings

- (a) The Committee may at any time convene a Special General Meeting.
- (b) Subject to Rule 13.2(c), the Committee must convene a Special General Meeting if a written request for a Special General Meeting is made by at least 25% of the Members who are entitled to vote at a General Meeting (**Special General Meeting Request**) is lodged with the Committee.
- (c) The Special General Meeting Request must be signed by the requisite number of the Members and state the business to be conducted at the Special General Meeting.
- (d) The Special General Meeting must be convened by the Committee in within 28 days of receipt of a Special General Meeting Request in accordance with these Rules.
- (e) If the Committee does not convene a Special General Meeting within that 28 day period, the Members making the request (or any of them) may convene the Special General Meeting.
- (f) A Special General Meeting convened by Members under Rule 13.2(e):
  - (i) must be held within three months after the date of the Special General Meeting Request; and
  - (ii) may only consider the business stated in the Special General Meeting Request.
- (g) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under Rule 13.2(e).

### 13.3 Notice of General Meeting

- (a) The Secretary or, in the case of a Special General Meeting convened under Rule 13.2(e), the Members convening the meeting, must give to each Member:
  - (i) not less than 21 days' written notice of a General Meeting if a special resolution is to be proposed; and
  - (ii) not less than 14 days' written notice of a General Meeting in any other case.
- (b) The notice of General Meeting must:
  - (i) specify the date, time and place of the meeting;
  - (ii) indicate the general nature of each item of business to be considered at the meeting and;
  - (iii) if a Special Resolution is proposed:
    - (A) set out the wording of the proposed resolution as required by the Act; and
    - (B) state that the resolution is intended to be proposed as a Special Resolution.

- (c) The non-receipt of a notice of General Meeting by, or the accidental omission to give notice to, any person entitled to receive the notice does not invalidate the proceedings or any resolution passed at the General Meeting.

#### **13.4 Chairperson to Preside**

- (a) The Chairperson or, in the Chairperson's absence, the deputy Chairperson, must preside as chairperson of each General Meeting.
- (b) If the Chairperson and deputy Chairperson are absent or unwilling to act as a chairperson of a General Meeting, the Committee Members at the meeting must choose one of them to act as chairperson.

#### **13.5 Attendance at General Meetings – Use of Technology**

The Committee may determine that a General Meeting may be held using any medium by which each of the Members present can simultaneously hear all other participants (including telephone, video conferencing and any other means of instant communication) and in that case:

- (a) the participating Members are taken to be present at that General Meeting for the purposes of Rule 13.7;
- (b) the General Meeting is taken to be held at the location where the Chairperson of the General Meeting is; and
- (c) all proceedings of the Association conducted in accordance with this Rule are valid and effective as if conducted at a General Meeting at which all of the Members were present in person.

#### **13.6 Quorum**

- (a) No business may be transacted at a General Meeting unless a quorum is present.
- (b) Subject to Rule 13.6(c), the quorum for a General Meeting shall be the number of Members equal to at least 25% of the total number of Members.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
  - (i) in the case of a Special General Meeting, the meeting must be automatically dissolved; or
  - (ii) in the case of an Annual General Meeting:
    - (A) the meeting stands adjourned to a day, time and place as determined by the Committee or, if no decision is made by the Committee, to the same time, day and place in the following week (Adjourned Annual General Meeting); and
    - (B) if no quorum is present at the Adjourned Annual General Meeting within 30 minutes after the notified commencement time for the meeting, and at least 15% of the total number of Members are present at the meeting, those Members present are taken to constitute the quorum.

### **13.7 Adjournments**

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to such day, time and place as reasonably determined by the Chairperson.
- (b) Without limiting Rule 13.7(a), a General Meeting may be adjourned:
  - (i) if there is insufficient time to deal with the business at hand; or
  - (ii) to give Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished with the meeting was adjourned.
- (d) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed and not the date of the original General Meeting.
- (e) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned General Meeting.

## **14. VOTING AT GENERAL MEETINGS**

### **14.1 Voting Rights**

- (a) Each Voting Member has one vote on each resolution to be considered at a General Meeting.

### **14.2 General Resolutions**

- (a) Except in the case of a Special Resolution, a motion is carried if a simple majority of the Members present and entitled to vote at a General Meeting vote in favour of the motion.
- (b) If votes are divided equally on any resolution (other than a Special Resolution), the Chairperson of the meeting (or any Committee Member acting in the position of Chairperson in accordance with Rule 13.5) has a casting vote.

### **14.3 Special Resolutions**

- (a) Under the Act, a Special Resolution is required if the Association proposes to:
  - (i) affiliate the Association with another organisation other than those referred to in clause 3 of these Rules;
  - (ii) request the Commissioner to apply to the state Administrative Tribunal under section 109 of the Act to appoint a statutory manager;
  - (iii) alter these Rules n, including the name of the Association;
  - (iv) apply for registration or incorporation as a prescribed body corporate;
  - (v) approve the terms of an amalgamation with one or more other incorporated associations;
  - (vi) be wound up voluntarily or by the Supreme Court; or
  - (vii) cancel its incorporation.

- (b) A Special Resolution is carried if not less than 75% of the Members present and entitled to vote at a General Meeting vote in favour of the Special Resolution.

#### **14.4 Voting Procedure**

- (a) At any General Meeting, all resolutions shall be decided on a show of hands unless a poll is demanded by:
  - (i) the Chairperson; or
  - (ii) a simple majority of Members taken to be present at the General Meeting in accordance with these Rules.
- (b) Unless a poll is demanded under Rule 14.4(a), the Chairperson may, on a show of hands, declare that a resolution has been carried or lost.
- (c) If the resolution is a Special Resolution, the declaration under Rule 14.4(b) must identify the resolution as a Special Resolution.
- (d) If a poll is demanded on any resolution in accordance with Rule 14.4(a):
  - (i) the poll must be taken in the manner determined by the Chairperson; and
  - (ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (f) If a poll is demanded on any other resolution, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (g) A declaration under Rule 14.4(b) or (d) must be entered in the minutes of the General Meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

#### **14.5 Minutes of General Meetings**

- (a) The Committee must cause minutes to be made of each General Meeting.
- (b) The minutes must record the proceedings and resolutions of the General Meeting.
- (c) The Chairperson must ensure that the minutes of a General Meeting over which she or he presides are reviewed as correct as soon as practicable after that General Meeting.
- (d) In the absence of evidence to the contrary, contents of the minutes that are recorded and reviewed in accordance with this Rule 14.5 are evidence of the matters shown in the minutes.

### **15. DISCIPLINARY ACTION**

#### **15.1 Suspension or Expulsion**

- (a) The Committee may decide to suspend a Member's membership or to expel a Member from the Association if the Member:



- (i) contravenes these Rules;
  - (ii) seriously breaches any policies of the Association]; or
  - (iii) acts in a manner that is detrimental to the interests of the Association.
- (b) The Association must give the Member written notice of the proposed suspension or expulsion at least 10 days before the Committee Meeting at which the proposal is to be considered by the Committee.
- (c) The notice given to the Member must state:
- (i) the time, date and place of the Committee Meeting;
  - (ii) the grounds on which the proposed suspension or expulsion is based; and
  - (iii) that the Member, or the Member's representative, may attend the Committee Meeting and will be given a reasonable opportunity to make oral or written submissions (or both) to the Committee in respect of the proposed suspension or expulsion.
- (d) At the Committee Meeting, the Committee must:
- (i) give the Member, or the Member's representative, a reasonable opportunity to make oral or written submissions (or both) to the Committee in respect of the proposed suspension or expulsion;
  - (ii) give due consideration to any submissions; and
  - (iii) decide whether the Member shall be suspended (and, if so the period of suspension) or expelled from the Association.
- (e) A decision of the Committee to suspend the Member's membership or to expel the Member from the Association shall take immediate effect.
- (f) The Committee must give the Member written notice of the Committees' decision, and the reasons for the decision, within seven days of the Committee Meeting at which the decision is made.
- (g) A Member whose membership is suspended, or who is expelled from the Association, may, within 14 days after receiving notice of the Committees' decision under clause 15.1(f), initiate the dispute resolution procedure under clause 16.3(b) by giving a written notice to the Chairperson.

## **15.2 Consequences of Suspension**

- (a) During the period in which a Member's membership is suspended, the Member:
- (i) loses any rights (including voting rights) arising as a result of membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit for membership fees or other fees paid, or payable to the Association.
- (b) When a Member's membership is suspended, the Association must record in the Register:
- (i) that the Member's membership is suspended;

- (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Register must be updated to reflect that the Member is no longer suspended.

## **16. RESOLVING DISPUTES**

### **16.1 Dispute Resolution Procedure**

The disputes resolution procedure set out in this clause applies to disputes under or relating to these Rules between:

- (a) a Member and another Member or Members; or
- (b) a Member or Members and the Association.

### **16.2 Dispute Committee**

- (a) The Committee shall establish a committee responsible for the administration of the dispute resolution procedure in accordance with these Rules and any other applicable policies of the Association from time to time (the **Dispute Committee**).
- (b) The composition of the Dispute Committee shall be determined by the Committee, in its sole discretion, provided always that the Dispute Committee shall consist of at least three people and may include Members or appropriately qualified or experienced persons who are not Members.

### **16.3 Disputes Procedure**

- (a) In the event of a dispute between a Member or Members who are in the categories referred to in clause 6.1(a) of these Rules and the Association, the parties to the dispute will follow the procedure set out in the Pony Club WA Complaints Policy for General Complaints.
- (b) In the event of a dispute between:
  - (i) a Member and another Member or Members,
  - (ii) a Member or Members who are in the categories referred to in clause 6.1(b) of these Rules and the Association;

the parties to the dispute must attempt to resolve the dispute within 14 days after the dispute comes to the attention of all parties.

- (c) If the parties are unable to resolve the dispute within the period specified in clause 16.3(b), either party may initiate the dispute resolution procedure by giving a written notice to the Chairperson identifying the parties to the dispute and the subject of the dispute.
- (d) Within 14 days of receipt of notice under clause 16.3(c) the Chairperson must refer the dispute to the Dispute Committee.

- (e) Following referral under clause 16.3(d) the Dispute Committee must:
  - (i) convene a meeting to determine the dispute using any medium by which each of the participants can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication);
  - (ii) give all parties at least 14 days' written notice of the date, time and place of the meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means) and make oral or written submissions (or both);
  - (iii) at the meeting, give each party to the dispute, or the party's representative, a full and fair opportunity to make oral or written submissions; and
  - (iv) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (f) Written notice of the Dispute Committee's decision must be given to all parties to the dispute within 14 days after the meeting referred to in Rule 16.3(e)(i).
- (g) Following the Dispute Committee's decision, any party to the dispute may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

## **17. STATUS AND COMPLIANCE**

- (a) The Association recognizes Pony Club Australia as the national authority for Pony Club in Australia.
- (b) The Association recognizes Pony Club Western Australia as the state authority for Pony Club in Western Australia.
- (c) The Association and the Members shall abide by the rules of Pony Club Western Australia and any other rules, regulations or by-laws of Pony Club Western Australia as applicable to the Association from time to time.
- (d) The Association and the Members acknowledge and agree that they are bound by these Rules and that the Rules aim to create uniformity in the way in which the objects and Pony Club are to be conducted, promoted, encouraged, advanced and administered throughout Western Australia.
- (e) The Association will not resign, disaffiliate or otherwise seek to withdraw from Pony Club WA without approval by Special Resolution.
- (f) The Association recognizes Equestrian Australia Limited as the national authority for Equestrian Western Australia Incorporated (EWA).
- (g) The Association and the Members shall abide by the rules of EWA and any other rules, regulations or by-laws of EWA as applicable to the Association from time to time.

## **18. EXECUTION OF DOCUMENTS**

- (a) The Association may execute a document without using a common seal if the document is signed by:
  - (i) two Committee Members; or
  - (ii) one Committee Member and a person authorised by the Committee.
- (b) If the Association has a common seal:
  - (i) the name of the Association must appear in legible characters on the common seal; and
  - (ii) a document may only be sealed with the common seal by the authority of the Committee and in the presence of:
    - (A) two Committee Members; or
    - (B) one Committee Member and a person authorised by the Committee,
  - (iii) and each of them is to sign the document to attest that the document was sealed in their presence.
- (a) A written record of each use of the common seal must be made.

## **19. INSPECTION OF RECORDS**

- (a) Subject to the Act and to these Rules, the Committee must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Committee Members.
- (b) A Member other than a Committee Member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Committee or by the Members in a General Meeting.

## **20. NOTICE**

- (a) All notices, including notices of General Meeting, may be given by the Association to any Member by:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member's nominated address;
  - (iii) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
  - (iv) giving it by any other means permitted or contemplated by the Act.
- (b) A notice is deemed to be given by the Association and received by the Member:
  - (i) if delivered in person, when delivered to the member;
  - (ii) if posted, one business day after the date of posting to the Member; or
  - (iii) if sent by email or other electronic means, on the day after the date of its transmission, but if the delivery or receipt is on a day which is not a business day

or is after 5.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next business day.

## **21. FINANCIAL MATTERS**

### **21.1 Financial Year**

The financial year of the Association is the 12 month period starting on 1 November each calendar year (**Financial Year**).

### **21.2 Source of Funds**

The income and property of the Association shall be derived from such sources as the Committee determines from time to time in accordance with this Constitution and the by-laws of the Association.

### **21.3 Control of Funds**

- (a) The funds of the Association must be kept in an account or accounts in the name of the Association in a financial institution determined by the Committee.
- (b) The Committee is responsible for expenditure of the funds of the Association and may authorise any person to expend the funds of the Association within specified limits and any expenditure above those limits must be approved or ratified by the Committee.
- (c) The funds of the Association are to be used to do:
  - (i) anything which it considers will advance or achieve the objects of the Association; and
  - (ii) all other things that are incidental to carrying out those objects.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association and all electronic payments by the Association must be signed, made or authorised (as applicable) by:
  - (i) two Committee Members; or
  - (ii) any person or persons authorised by the Committee.

### **21.4 Financial Records**

- (a) The Association must keep financial records that:
  - (i) correctly record and explain its transactions, financial position and performance; and
  - (ii) enable true and fair Financial Statements to be prepared in accordance with Division 3 of Part 5 of the Act.
- (b) The Association must retain its financial records for at least seven years after the transactions covered by the records are completed.
- (c) The Association must allow the Committee Members and the auditor (if applicable) to inspect the financial records of the Association at all reasonable times.

## 21.5 Financial Reporting

- (a) For each financial year the Committee must cause the Association to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 21.5(a), the Committee must cause the Association to:
  - (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
  - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
  - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
    - (A) it is required under the Act;
    - (B) it is directed by the Commissioner;
    - (C) the Members pass a resolution requiring it; or
    - (D) it is required as a condition of a funding arrangement, holding of a charitable collections license or otherwise at law; and
  - (ii) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report, as applicable, on the Financial Statements or Financial Report to the annual general meeting.

## 22. INDEMNITY

- (a) Every Committee Member will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission, except negligence, fraud or willful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Association.

## 23. WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) For the purposes of this clause '**Surplus Property**' has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Association may cease its activities and be wound up or cancelled if authorised by a Special Resolution.

- (c) Upon the winding up or cancellation of the Association, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the objects of the Association.

#### **24. ALTERATION OF THE RULES**

- (a) These Rules of the Association shall not be altered except by Special Resolution and in accordance with the Act.