

CONSTITUTION OF THE HUNTER VALLEY SHOWJUMPING CLUB 2017

Under the *Associations Incorporation Act 2009*

Contents

Part 1	Preliminary.....	2
1	Name.....	2
2	Objectives of the club.....	2
3	Definitions.....	3
Part 2	Membership.....	3
4	Membership generally.....	3
5	Application for membership.....	3
6	Cessation of membership.....	4
7	Membership entitlements not transferable.....	4
8	Resignation of membership.....	4
9	Register of members.....	4
10	Fees and subscriptions.....	4
11	Members' liabilities.....	5
12	Resolution of disputes.....	5
13	Disciplining of members.....	5
14	Right of appeal of disciplined member.....	5
Part 3	The committee.....	6
15	Powers of the committee.....	6
16	Composition and membership of committee.....	6
17	Election of committee members.....	7
18	Secretary.....	7
19	Treasurer.....	7
20	Casual vacancies.....	8
21	Removal of committee members.....	8

22	Committee meetings and quorum.....	8
23	Appointment of club members as committee members to constitute quorum	9
24	Use of technology at committee meetings	9
25	Delegation by committee to sub-committee.....	9
26	Voting and decisions.....	9
Part 4	General meetings	10
27	Annual general meetings - holding of.....	10
28	Annual general meetings - calling of and business at.....	10
29	Special general meetings - calling of.....	10
30	Notice.....	11
31	Quorum for general meetings.....	11
32	Presiding member	12
33	Adjournment.....	12
34	Making of decisions.....	12
35	Special resolutions	12
36	Voting.....	13
37	Proxy votes not permitted	13
38	Postal or electronic ballots	13
39	Use of technology at general meetings	13
Part 5	Miscellaneous.....	14
40	Insurance	14
41	Funds - source.....	14
42	Funds - management	14
43	Club is non-profit.....	14
44	Distribution of property on winding up of club.....	14
45	Change of name, objects and constitution.....	14
46	Custody of books etc.....	14
47	Inspection of books etc.....	15
48	Service of notices.....	15
49	Financial year	15

Part 1 Preliminary

1 Name

The name of the club shall be the Hunter Valley Showjumping Club Incorporated

2 Objectives of the club

- a) To foster the art of Showjumping by conducting Showjumping events in accordance with the regulations of the International Federation for Equestrian Sports (FEI) and Equestrian Australia (EA).
- b) To organise competitive Showjumping events in accordance with regulations of EA.
- c) To encourage and promote interest in Showjumping within the Club and the community.

3 Definitions

In this constitution:

club means the Hunter Valley Showjumping Club Inc.

ordinary committee member means a member of the committee who is not an office-bearer of the club.

secretary means:

- (a) the person holding office under this constitution as secretary of the club, or
- (b) if no person holds that office - the public officer of the club.

special general meeting means a general meeting of the club other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

Part 2 Membership

4 Membership generally

- (1) A person is eligible to be a member of the club if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the club in accordance with clause 5.

5 Application for membership

- (1) An application by a person for membership of the club:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary or entries and memberships secretary of the club, and
 - (c) must be accompanied by the appropriate annual subscription as determined by the committee.
- (2) The secretary or entries and memberships secretary must, on payment by the applicant of the amounts referred to in subclause (1) (c), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the club.

6 Cessation of membership

A person ceases to be a member of the club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the club, or
- (d) fails to pay the annual subscription under clause 10 (2) within 3 months after the fee is due.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the club:

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

8 Resignation of membership

- (1) A member of the club may resign from membership of the club by first giving to the secretary written notice of the member's intention to resign.
- (2) If a member of the club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary or membership and entries secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The secretary and/or membership and entries secretary must establish and maintain a register of members of the club (whether in written or electronic form) specifying as a minimum the name and postal, residential or email address of each person who is a member of the club together with the date on which the person became a member.
- (2) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10 Fees and subscriptions

- (1) A member of the club must, on admission to membership, pay to the club a fee as per clause 3.
- (2) In addition to any amount payable by the member under subclause (1), a member of the club must pay to the club an annual subscription of the amount determined by the committee in each succeeding year within 3 months after the fee is due.
- (3) Membership subscriptions are due on the date of joining in each successive year.

11 Members' liabilities

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by clause 10.

12 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the club, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

13 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the club:
 - (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 club.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee may require the member to show cause why membership of the Club should not be forfeited.
- (4) The committee may, by resolution, expel the member from the club or suspend the member from membership of the club 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.

14 Right of appeal of disciplined member

- (1) A member may appeal to the club in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the club convened under subclause (3):
 - (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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the club.

Part 3 The committee

15 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the club in general meeting, the committee:

- (a) is to CONTROL and manage the affairs of the club, and
- (b) may EXERCISE all the functions that may be exercised by the club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the club, and
- (c) has POWER to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

16 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the club, and
 - (b) up to 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the club under clause 17.
- (2) The total number of committee members is to be 8.
- (3) The office-bearers of the club are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary,
 - (e) the membership and entries secretary,
 - (f) the risk management officer
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

17 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the club or as ordinary committee members are taken at the annual general meeting and must be made by a member of the club and seconded by a member of the club, and be accepted by the candidate
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected.
- (3) If insufficient nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the club must be a member of the club.

18 Secretary

- (1) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (2).

19 Treasurer

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

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



20 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the club, or
 - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 21, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

21 Removal of committee members

- (1) The club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the club, the secretary or the president may send a copy of the representations to each member of the club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (4) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

23 Appointment of club members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the club as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

24 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25 Delegation by committee to sub-committee

- (1) The Committee may from time to time appoint such sub-committees as it deems necessary to organise affairs of the Club. Such Sub-committees shall be responsible to, and subject to direction of the Committee.

26 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (4), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and

effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

27 Annual general meetings - holding of

- (1) The club must hold its annual general meetings within 6 months after the close of the club's financial year.

28 Annual general meetings - calling of and business at

- (1) The annual general meeting of the club is, subject to the Act and to clause 27, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the club during the last preceding financial year,
 - (c) to elect office-bearers of the club and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

29 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the club.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the club.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

30 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 28 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32 Presiding member

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

33 Adjournment

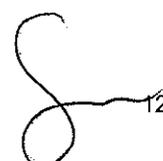
- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

- (1) A question arising at a general meeting of the club is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35 Special resolutions

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

A handwritten signature in black ink, consisting of a large, stylized 'S' shape followed by a horizontal line and a small '12' at the end.

36 Voting

- (1) On any question arising at a general meeting of the club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid.
- (4) A member is not entitled to vote at any general meeting of the club if the member is under 18 years of age.

37 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

38 Postal or electronic ballots

- (1) The club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39 Use of technology at general meetings

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

Part 5 Miscellaneous

40 Insurance

The club may effect and maintain insurance.

41 Funds - source

- (1) The funds of the club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, any other sources that the committee determines.
- (2) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank or other authorised deposit-taking institution account.

42 Funds - management

- (1) Subject to any resolution passed by the club in general meeting, the funds of the club are to be used solely in pursuance of the objects of the club in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

43 Club is non-profit

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

44 Distribution of property on winding up of club

- (1) Subject to the Act and the Regulations, in a winding up of the club, any surplus property of the club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of a club is a reference to that property of the club remaining after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of the winding up of the club.

45 Change of name, objects and constitution

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

46 Custody of books etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the club must be kept in New South Wales at the club's official address, in the custody of the public officer.

47 Inspection of books etc.

- (1) All books and documents shall remain in the custody of the members of the Committee or in the custody of some other person that the Committee may determine from time to time.
- (2) Any member may ask to inspect the records of the Club. Such records shall be made available within fourteen (14) days of the receipt of any such request.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the club to inspect or obtain a copy of records of the club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the club.

48 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49 Financial year

The financial year of the association is:

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