



EQUESTRIAN
WESTERN AUSTRALIA

THE
CONSTITUTION
OF
EQUESTRIAN WESTERN AUSTRALIA
INCORPORATED

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ASSOCIATIONS INCORPORATION ACT 1987

CONSTITUTION

of

EQUESTRIAN WESTERN AUSTRALIA INCORPORATED

PART I – OBJECTS & POWERS

1 NAME OF ASSOCIATION

1.1 The name of the Association is Equestrian Western Australia Incorporated ("EWA").

2 OBJECTS OF EQUESTRIAN WESTERN AUSTRALIA (EWA)

2.1 EWA is the peak body for the administration of Equestrian Sports in Western Australia. The objects for which EWA is established and maintained are to:

- a) maintain a uniform entity through and by which participation in equestrian competition and activities in Western Australia can be conducted, promoted, regulated and administered;
- b) control, manage and conduct equestrian competition particularly at a State level;
- c) conduct, or to permit the conduct, of any activity in Western Australia which relates to horses and/or which, directly or indirectly supports equestrian interests in Western Australia;
- d) become and remain a member of Equestrian Australia and to further its Constitution set out in the Schedule to the extent they are consistent with these Objects;
- e) associate or affiliate with other persons or bodies having an interest in the promotion of equestrian sport, recreation or activities or other sports;
- f) operate or manage the SEC to ensure its long term viability;
- g) seek to improve facilities for the enjoyment of equestrian activities;
- h) conduct or commission research and development for improvements in equestrian activities and equestrian equipment;
- i) promote the importance of equestrian standards, techniques, awards and education to bodies involved in or related to equestrian sports;

- j) encourage Members to realise their potential and athletic abilities;
- k) promote the health and safety of Members;
- l) encourage and promote drug free competition; including and not limited to performance enhancing drugs and/or recreational drugs;
- m) give, and where appropriate, seek recognition for Members to obtain awards or public recognition in fields of endeavour other than equestrian sports;
- n) establish and conduct educational programs for officials/volunteers in the implementation and interpretation of equestrian competition rules and standards;
- o) formulate and implement appropriate rules and policies, including policies in relation to equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in equestrian sports;
- p) strive for and maintain government, commercial and public recognition and support of EWA as the authority on equestrian activities in Western Australia;
- q) pursue directly or indirectly such commercial arrangements, including sponsorship and marketing opportunities as are consistent with these objects;
- r) represent the interests of Members and of Equestrian Sports generally in any appropriate forum;
- s) ensure that environmental considerations are taken into account in all equestrian activities and related activities conducted by EWA;
- t) act as arbiter on all matters pertaining to the conduct of FEI activities in Western Australia including disciplinary matters;
- u) have regard to the public interest in its operations;
- v) create utilise use and protect the Intellectual Property of EWA; and
- w) ensure the Branch and its finances are managed prudently.

3 POWERS OF EWA

3.1 Solely for furthering the objects set out above, and in addition to the rights, powers and privileges provided under the Act, EWA has power to:

- a) determine, collect and recover from Members all subscriptions, fees, levies and other charges from time to time due to EWA and if so requested by EA, due to EA;

- b) make contributions of money or property calculated to further the objects of EWA;
- c) distribute amongst Members such information as it may create or receive for the benefit of its Members;
- d) generally represent and conduct within Western Australia the affairs of EA and any functions which EA may delegate to it; and
- e) make Rules concerning :
 - i) all matters connected with the conduct of the affairs of EWA, and;
 - ii) the promotion, organisation, administration, regulation or conduct of equestrian competitions, shows or other exhibitions within Western Australia;
 - iii) the registration of horses;
 - iv) the affiliation of equestrian Societies;
 - v) the eligibility and conduct of competitors, the eligibility of competitors and horses;
 - vi) the classification of horses;
 - vii) the conduct and discipline of competitors, Judges and Officials and Members of EWA and;
 - viii) the appointment and accreditation of Judges and other Officials;
- f) purchase, acquire, take on, lease any real or personal property deemed necessary or convenient for any of the objects of EWA and to develop improve sell, manage, lease, dispose of all or any part of such property;
- g) lend and advance money to, give credit to, or otherwise assist, any person or body corporate;
- h) invest and deal with any monies of EWA, not immediately required for the objects of EWA, in such manner as may from time to time be determined by the Board;
- i) take or hold mortgages, debentures liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of EWA's property sold, or any money due to EWA from any purchasers or others;
- j) guarantee or indemnify any person's or corporation's performance;

- k) borrow or raise money in such manner and on such terms as the Board may deem expedient and to secure the repayment of any money borrowed or raised together with any interest payable thereon by debentures, mortgage, bill of sale, charge, bill of exchange or lien upon the whole or any part of the assets or rights of EWA;
- l) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate for the benefit of EWA;
- m) do all or any of the matters authorised either alone or in conjunction with any person government instrumentality or company or by or through any, trustees or agents;
- n) receive and hold any gift of money or property whether subject to any special trust or not for any one or more of the objects of EWA;
- o) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of EWA in the form of donations, annual subscriptions or otherwise;
- p) subscribe to, merge with, become a member of or co-operate with any other organisation whether incorporated or not whose objects are similar, in whole or in part, to those of EWA, so long as that other organisation prohibits the distribution of its income and property amongst its Members at least to the extent provided under EWA's Constitution and Rules;
- q) publish and distribute by any means written or electronic newspapers, periodicals, books or leaflets;
- r) develop and implement any computer system or software desirable for the promotion of its objects;
- s) appoint, hire, employ, remove, replace or reinstate employees or contractors for the carrying out of the objects of EWA for such consideration as appropriate;
- t) buy, sell and deal in all kinds of goods and services for Members or invitees to premises owned or controlled by EWA;
- u) subscribe to any charities and to make donations for any public purpose consistent with the EWA's objects;
- v) create, produce, develop, licence and otherwise exploit, use and protect Intellectual Property;
- w) promote own and operate corporate entities to carry on and conduct the business affairs of EWA or calculated to benefit EWA; and for that purpose, to utilise any of

the assets of or held on behalf of EWA;

- x) transfer all or any part of the property, assets, of EWA to any one or more of the incorporated bodies with which EWA is authorised to amalgamate or own;
- y) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of EWA, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions;
- z) take and effect insurance of itself and its members or seek, obtain and in its discretion act on, any professional advice necessary or appropriate; and
- aa) to do all such other things as are incidental or conducive to the attainment of the Objects or any of them or as authorised by the Constitution

PART II – MEMBERSHIP

4 MEMBERS

Classes and Rights of Members

4.1 The Membership of EWA may be comprised of:

4.1.1 Individual Members;

(a) Competitor members;

(b) Supporter members; and

(c) Participant members.

4.1.2 Group Affiliates;

(a) Club Affiliates;

(b) Sport Affiliates; and

(c) Commercial Groups.

4.2 The rights attaching to each category of membership are as set down in the Equestrian Australia Membership By-Laws.

Additional Classes

4.1 The Board, may from time to time, either in its own right, or upon recommendation from Members, create new classes of membership with such rights, privileges and obligations as

are determined applicable, even if the effect of creating a new class is to alter rights, privileges or obligations of an existing class of Members. Further the Board has the right to amend membership classes and their rights, including the removal of membership categories as deemed appropriate within the Objects

Number of Individual Members

4.2 The number of Individual Members is unlimited as is the number of members in any particular Class of Membership.

5 **AFFILIATE MEMBERS**

Recognition of Affiliate Members

5.1 Subject to such entity being an Affiliate the EA may designate that an entity in a particular discipline, locality or region of Western Australia as an official representative of and administrator of equestrian sports under EA and/or FEI Rules to administer equestrian sports in that particular discipline locality or region of Western Australia

Compliance of Affiliate Members

5.2 Each Affiliate Member shall

- a) be bound by this Constitution;
- b) be subject to the control and direction of EWA in relation to any activity for which EWA is or may be held to be legally liable in whole or part;
- c) be incorporated in WA;
- d) appoint a Delegate annually to represent it at General Meetings and meetings of the Affiliate Clubs;
- e) have a constitution which is consistent with this Constitution within 9 months of this Constitution coming into operation; or
- f) at the time of an application to become a member, or prior to having its membership for renewal, submit its accounts and constitution for acceptance and approval by EWA;
- g) not thereafter amend its constitution or rules without the prior written consent of EWA (which shall not be withheld if such amendment is consistent with the EWA Constitution and Rules);
- h) support EWA in the attainment and promotion of its Objects;

- i) encourage all members of its Club to also be individual members of EWA; and
- j) maintain, in a form acceptable to EWA, a register of all its members and provide a copy of the register from time to time in a form acceptable to EWA.

6 APPLICATION FOR MEMBERSHIP

Application

- 6.1 A new application for membership or an annual application for renewal of membership (Application) must be:
- a) in writing on the form/s provided or as otherwise prescribed by the Board from time to time;
 - b) accompanied by the appropriate fee, if any.
- 6.2 An application for renewal of membership must be received prior to the expiration of the previous Membership Year.

Discretion to Accept or Reject Application

- 6.3 The Board may accept or reject an Application whether the applicant has complied with the requirements in Section 6.1 or not. The Board will make a decision on an application within twenty-eight (28) days of receiving the Application.
- 6.4 Where the Board, by majority vote, accepts an Application, the applicant will become a Member.
- 6.5 Membership of EWA will commence upon acceptance of the Application by the Board.
- 6.6 If the Board rejects an Application, EWA will refund any fees forwarded with the Application, and the Application is deemed rejected by EWA. There is no right of appeal against the rejection of membership.

7 HONORARY LIFE MEMBERS

- 7.1 Honorary Life Member shall be elected in the following manner:
- a) The Board may propose a resolution to be put at the next Annual General Meeting that any person who has rendered distinguished or special service to Equestrian Sport or the EWA be granted Honorary Life Membership.
 - b) The resolution must be passed by a Special Resolution taken by secret ballot.

8 REGISTER OF MEMBERS

Branch to Keep Register

- 8.1 The Branch shall keep and maintain a Register of Members in which shall be entered:
- a) the full name, address, email address, class of membership and date of entry of the name of each Member; and
 - b) the full name, address and date of entry of the name of each Delegate

Inspection of Register

- 8.2 Subject to confidentiality, considerations and privacy requirements, an extract of the Register, excluding the address or any other personal information of any Member or Delegate, shall be available for inspection by Members, upon reasonable request and payment of reasonable copying charges.

9 EFFECT OF MEMBERSHIP

- 9.1 By applying to be a member each person is agreeing:
- a) this Constitution constitutes a contract between each of them and EWA;
 - b) to observe this Constitution, Rules and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;
 - c) not to become a party to any suit at law or equity, against EWA, any member of the Board or any other person subject to this Constitution, until all remedies and avenues of appeal allowed by this Constitution have been exhausted, save with the written consent of the Board.

10 DISCONTINUANCE OF MEMBERSHIP

Notice of Discontinuance

- 10.1 A Member (other than an Affiliate Member) shall cease to be a Member if:
- a) the member resigns by notice in writing to the CEO giving one (1) month's notice to EWA of such intention to withdraw or resign;
 - b) the Member dies;
 - c) the Member ceases to have legal capacity;
 - d) if incorporated, it becomes insolvent or is wound up; or
 - e) the Member is expelled as a result of Disciplinary Proceedings.

Expiration of Notice Period

- 10.2 Upon the expiration of a notice given under clause 10.1a) an entry, recording the date on which the Member who, or which gave notice, ceased to be a Member shall be made in the register of members.
- 10.3 Membership shall terminate under clause 12.1 on the event specified or at the expiration of the notice.

Forfeiture of Rights

- 10.4 A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon EWA, its property including its Intellectual Property and all competition rights.

Member to Re-Apply

- 10.5 A Member whose membership ceases under clause 10.1:
- a) may re-apply for membership in accordance with this Constitution; and
 - b) may be re-admitted at the discretion of the Board.

11 DELEGATES

Appointment of Delegate

- 11.1 Each Affiliate Member shall appoint a Delegate at its annual general meeting for a term of one (1) year.

Delegates as Representative

- 11.2 Each Delegate shall represent their Affiliate Member at General Meetings. This person shall be exclusively entitled to receive all notices, as would otherwise be received by the Affiliate Member and such person shall be entitled to attend any EWA organised Affiliate Member meetings or forums and General Meetings and to vote as the Delegate of the appointing Affiliate Member.

Affiliate Member to advise

- 11.3 Each Affiliate Member shall advise the CEO of its appointed Delegate's name, address, phone number, email address and position with the Affiliate Member within fourteen (14) days of his/her appointment.
- 11.4 An Affiliate Member may at any time revoke any appointment of a person as its Delegate but must simultaneously make a fresh appointment, and any such revocation and fresh appointment shall be by memorandum in writing signed by the Chair and Secretary of the

Affiliate Member and take effect at the time of lodgement of the memorandum of revocation and fresh appointment with the CEO.

- 11.5 Save to the extent otherwise provided, in any matter arising under this Constitution, the Delegate of an Affiliate Member shall have full and exclusive power and authority to represent and bind such Affiliate Member and all decisions made by the Delegate shall be deemed decisions of such Affiliate Member. Each Affiliate Member shall be responsible for the acts and omissions of its Delegate, and the acts and omissions of each such Delegate shall be deemed to be the acts and omissions of the Affiliate Member that appointed such Delegate.

Delegate Position Lapses

- 11.6 The position of Delegate shall lapse immediately on cessation of membership of an Affiliate Member.

12 **TERMINATION OF AFFILIATE MEMBERSHIP**

12.1 An Affiliate Member shall cease to be an Affiliate Member if:

- a) that Body resigns by notice in writing to the CEO signed by the Chairman and Secretary of that Body;
- b) in the opinion of the Board, the Constitution, Objects, or activities of that Body have been amended without the Boards consent;
- c) it is removed by a special resolution of a meeting of the Board at which at least three quarters of all Directors eligible to vote resolve that Body has failed or omitted to observe or perform any of the provisions of this Constitution on the part of that Body to be observed and performed.

PART III – THE BOARD

13 **COMPOSITION OF THE BOARD**

13.1 The Board shall comprise:

- a) five (5) Ordinary Directors who shall each be elected under Clause 14
- b) up to two (2) Appointed Directors, appointed by the elected Directors, who shall be appointed for their special knowledge or abilities. These Directors shall have the same rights and privileges as the elected Directors, but do not have to be financial Members of EWA. They shall hold office for twelve (12) months or until the end of the Annual Elections subsequent to their appointment, and shall be eligible for re-appointment.

13.2 The Board shall appoint risk and audit committee consisting of the Finance Director and two of the Directors (but not the Chairman) and may include a Director appointed under clause 13.1 (b) who shall meet at least bi monthly to review the accounts, auditing procedures, risk and compliance procedures of the Association. The CEO shall attend such meetings at the committee's pleasure.

14 ELECTION OF THE BOARD

Nomination for Board

14.1 Nominations for the Board shall be called for by the CEO at least forty-eight (48) days prior to the Annual Elections. When calling for nominations the CEO shall also advertise details of the qualifications and duties for the positions as determined by the Board from time to time.

Form of Nomination

14.2 Nominations must be:

- a) in writing;
- b) on the prescribed form (if any) provided for that purpose;
- c) signed by a nominator and a seconder, who shall be Members;
- d) certified by the nominee expressing his willingness to accept the position for which he/she is nominated; and
- e) may include, with the nomination, a resume comprising not more than two hundred (200) words which shall be distributed with their nomination to all Members entitled to receive notice under this Constitution of the Annual General Meeting.

Receipt of Nominations

14.3 Nominations must be received by the CEO at least forty (40) days prior to the Annual Elections and shall be sent to those Members entitled to receive notice under this Constitution.

Qualifications of Nominees

14.4 Nomination for the Board is open to any member who is eligible by his category of membership.

Annual Elections

14.5 The Annual Elections will be held in the month of November each calendar year.

- 14.6 Elections of Board members shall be by secret ballot on papers prepared by the CEO. Member's eligible and wishing to cast a vote for the election of candidates to the Board must do so on the designated ballot form and in the manner so prescribed by the Board from time to time. A ballot paper received at the EWA Office less than forty-eight (48) hours prior to the scheduled closing time of the Annual Elections will not be counted. Candidates standing for election will be elected to the Board on a simple majority of votes received in decreasing order until all vacancies are filled.
- 14.7 The Board may approve a procedure for electronic voting in addition to, or in substitution for, a ballot paper.

Terms, Election and Re-Election

- 14.8 At the first election after this Constitution is adopted:
- a) The person who receives the fifth highest number of votes shall be elected for one (1) year.
 - b) The persons who receive the fourth and third highest votes shall be elected for two (2) years.
 - c) The persons who receive the second and highest votes shall be elected for three (3) years.
- 14.9 Thereafter at every subsequent election the candidates receiving the highest number of votes shall be elected to fill each available vacancy.
- 14.10 In the case of an election to fill a casual vacancy caused by the retirement, death or removal of a Director at an Annual Election the successful candidate elected, and receiving the lowest number of votes, shall be elected for the balance of the term of that Director's casual vacancy.
- 14.11 In the case of more than one casual vacancy the successful candidate elected and receiving the lowest number of votes will be elected for the shortest balance of term of the retiring Director/s and so on.
- 14.12 Other than an election for a casual vacancy Directors shall be elected for a term of three (3) years.
- 14.13 A person shall not be eligible to be a Director for more than nine (9) consecutive years and cannot stand again for five (5) years after the term of nine (9) years expires.

Commencement of Appointment

- 14.14 Subject to this Constitution, the office of all Directors shall commence from the conclusion

of the Annual Elections at which they are elected until the conclusion of the third Annual Election following.

15 **POWERS OF THE BOARD**

15.1 Subject to the Act and this Constitution the business of EWA shall be managed, and the powers of EWA, shall be exercised, by the Board. In particular, the Board as the State controlling authority for Equestrian Sport in Western Australia shall be responsible for acting on all State issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout Western Australia and shall in exercising these powers:

- a) govern equestrian sport in Western Australia in accordance with EWA objects and powers;
- b) determine major strategic directions;
- c) apply policies determined by EWA;
- d) review EWA's performance in achieving its pre-determined aims, objectives and policies;
- e) convene a Judiciary Committee as required in accordance with EA Procedures & Judiciary By-Laws;
- f) manage State responsibilities;
- g) form any committee for whatever purpose and with whatever powers the Board feels necessary; and
- h) issue specific direction to the CEO or any Committee on any matter.

16 **OFFICE BEARERS**

16.1 The Board shall appoint a Board Chair from amongst their number annually, who shall hold office at the pleasure of the Board. Appointed Directors are not eligible for election to the position of Chair.

16.2 The Board shall also appoint annually:

- a) Board Vice-Chairman from amongst their number who shall hold office at the Board's pleasure;
- b) a Finance Director of EWA from amongst their number who shall hold office at the pleasure of the Board;

- c) a Board Secretary will be the CEO unless determined otherwise by the Board; and
- d) SEC Director from amongst their number who shall hold office at the pleasure of the Board;
- e) any other positions from amongst their number who shall hold office at the pleasure of the Board.

17 VACANCIES OF DIRECTORS

Grounds for Termination of Director Office

17.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- c) ceases to have legal capacity;
- d) resigns his office in writing to the Board;
- e) is absent without the consent of the Board from meetings of the Board held over a period of three (3) months;
- f) holds any office of employment with EWA;
- g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under EWA;
- h) is directly or indirectly interested in any contract or proposed contract with EWA and fails to declare the nature of his/her interest;
- i) becomes a member of any Committee;
- j) is removed by Special Resolution of the members; or
- k) would otherwise be prohibited from being a director of a corporation under the Corporations Act.

A Board Member has no right of appeal against their removal from office under clause 17.1
Casual Vacancies

17.2 Any casual vacancy occurring in the position of Director may be filled by the remaining

Directors from among appropriately qualified individual Members. Any casual vacancy may only be filled until the completion of the next Annual Election under this Constitution.

Board May Act

17.3 In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

Directors' Portfolios

17.4 Each Director on the Board (elected or appointed) with the exception of the Chair, shall be allocated a portfolio of tasks to be administered, and shall report regularly to the Board on the progress of these.

18 MEETINGS OF THE BOARD

Board to Meet

18.1 The Board shall meet at least bi-monthly commencing on the first (1st) month of the year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. The Chair or three Directors may at any time, and the CEO shall, on the requisition of the Chair or three Directors, convene a meeting of the Board within a reasonable time.

Decisions of the Board

18.2 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chair shall also have a casting vote where voting is equal. The CEO shall not be entitled to vote.

Resolutions not in Meeting

18.3 A resolution in writing, signed or assented to by facsimile, secure electronic copy email or other form of visible or other electronic communication by all the Directors for the time being present in Western Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.

18.4 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:

- a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon, or laid down from time to time, by the Board and such notice specifies that Directors are not required to be present in person;
- c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;
- d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair of the meeting is located.

Quorum

- 18.5 At meetings of the Board the number of Directors whose presence is required to constitute a quorum is four (4), or such other number as may be fixed by the Board from time to time, but which shall be not less than four (4).

Notice of Board Meetings

- 18.6 Unless three quarters of the Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven (7) days prior to such meeting.

Conflicts

- 18.7 A Director shall not be entitled:
- a) to be present during a meeting during the discussion of any contract, or proposed contract, with EWA in which he is interested, or any matter arising from that contract;
 - b) be entitled to vote on any resolution relating to the contract or any matter anyway there from.

18.8 A Director once elected to the Board shall not be eligible to hold any other position on a Committee or a Committee of Management of an Affiliate Member.

Chair

18.9 The Chair shall be the nominal head of EWA and will act as Chair of any Board Meeting or General Meeting at which he/she is present. If the Chair is not present the Vice-Chair shall preside. If the Vice-Chair is not present or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as Chair in his/her place for that meeting only.

PART IV – FINANCIAL

19 SUBSCRIPTIONS, FEES AND LEVIES

19.1 The membership subscription (if any), fees and any levies payable by Members, the time for and payment shall be as determined by the Board from time to time and shall as far as possible reflect the benefits attaching to each level of membership.

20 APPLICATION OF INCOME

20.1 The income and property of EWA shall be applied solely towards the promotion of the objects of EWA as set out in this Constitution & Rules.

20.2 No portion of the income or property of EWA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member;

20.3 No remuneration or other benefit in money or money's worth shall be paid or given by EWA to any Member who holds any office of EWA; and

20.4 Nothing contained in clauses 20.1 to 20.3 shall prevent payment in good faith with full disclosure of or to any Member or Director for:

- a) any services actually rendered to EWA whether as an employee, contractor or otherwise;
 - b) goods supplied to EWA in the ordinary and usual course of operation;
 - c) interest on money borrowed from any Member or Director;
 - d) rent for premises demised or let by any Member or Director to EWA;
 - e) any out-of-pocket expenses incurred by the Member or Director on behalf of EWA;
- or

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

21 ACCOUNTS AND AUDIT

Keep Accounts

- 21.1 EWA shall keep proper accounts of all receipts and expenditure, assets and liabilities of EWA in accordance with the Act and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed by the Rules, shall be open to the inspection of the Members.
- 21.2 The books of account shall be kept in the care and control of the CEO and/or the Finance Director
- 21.3 Once at least in every calendar year the accounts of EWA shall be examined by an auditor elected by the Annual General Meeting who shall report to the Members in accordance with generally accepted accounting principles and/or practices and/or the provisions of the Act at the next Annual General Meeting

Board to Submit Accounts

- 21.4 The Board shall submit the Statements of Account of EWA and the Members at the Annual General in accordance with this Constitution

Accounts Conclusive

- 21.5 The Statements of Account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

22 RECORDS

CEO to Keep Records

- 22.1 The CEO shall establish and maintain proper records of minutes concerning all transactions, business, meetings and dealing of WA and the Board shall produce these as appropriate at each Board or General Meeting in accordance with the Act.
- 22.2 All records shall be retained for seven (7) years after the completion of the transactions or pertains to which they relate.

PART V - EXECUTIVE

23 CHIEF EXECUTIVE OFFICER

Appointment of CEO

- 23.1 The CEO shall be appointed by the Board for such term in and on such conditions as it

thinks fit.

23.2 The CEO salary and conditions of employment will be set by the CEO Review and Remuneration Sub-Committee.

Specific Duties

23.3 The CEO shall administer and manage EWA in accordance with this Constitution and

- a) as far as is practicable attend all Board meetings and all General Meetings;
- b) prepare and distribute the minutes and agenda for all Board meetings and General Meetings as prescribed by this Constitution;
- c) facilitate the recording of meetings and preparation of minutes of the proceedings of all meetings of the Board and EWA and shall use his best endeavours to distribute those minutes appropriately and promptly from the date of the meeting;
- d) regularly report to the Board and/or EWA on the activities of, and issues relating to EWA;
- e) be the fiduciary agent of the Board at all times;
- f) be the public officer of EWA in accordance with the Act; and
- g) be subject to specific direction of the Board on any matter.

Broad Power to Manage

23.4 Subject to the Act, this Constitution, the Rules and any directive of the Board, the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of EWA. No resolution passed by EWA in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.

CEO may Engage Employees

23.5 The CEO may engage on behalf of EWA such personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the CEO determines and in accordance with any approved Budget.

PART VI – EQUESTRIAN WESTERN AUSTRALIA INCORPORATED COMMITTEES

24 Committee

24.1 Without limiting the generality of this Constitution there shall until the Board determines

otherwise in the manner contemplated the following Committees of the EWA

Carriage Driving Committee
Dressage Committee
Endurance Committee
Eventing Committee
High Performance Panel
Inter-school Committee
Jumping Committee
National Coaches Accreditation Scheme (NCAS) Committee
Reining Committee
Show Horse Committee
Vaulting Committee
Para-equestrian Committee

and any other Committee established by the Board

24.2 The Board may delegate specific responsibilities for the conduct of the affairs of each equestrian interest or sport within the State to each of the Committees and to any other committee as deemed necessary from time to time.

25 MEETING OF BOARD AND COMMITTEES

25.1 Committees or their representatives will meet with the Board at least twice in any calendar year to address issues of management or concern related to the effective and efficient conduct and development of equestrian activities in the State.

26 COMPOSITION OF EQUESTRIAN WESTERN AUSTRALIA COMMITTEES

26.1 A Committee shall comprise:

- a) Six (6) members, four (4) of whom shall be elected by eligible General Members and two by Affiliate Members who shall each be elected under clause 27;
- b) up to and no more than five (5) eligible Members appointed by the Committee under clause 30.3c); and
- c) up to and no more than two (2) additional non-voting members.

26.2 The Chair of the Board who shall at all times be an ex-officio member of all Committees and is entitled to notice of, attend, vote and speak at all meetings of the respective Committees.

27 ELECTION OF EQUESTRIAN WESTERN AUSTRALIA COMMITTEES

Nomination for Committees

27.1 Nominations for election to Committees shall be called for by the CEO at least forty-eight (48) days prior to the Annual Elections. When calling for nominations the CEO shall also provide details of the necessary qualifications and job descriptions for the positions. Qualifications and job descriptions shall be as determined by the Board from time to time.

Form of Nomination

27.2 Nominations must be:

- a) In writing;
- b) On the prescribed form (if any) provided for that purpose;
- c) Signed by a nominator and a seconder, who shall be Individual Members in the case of Individual Members, and Delegates of Affiliated Members in the case of affiliate representatives;
- d) certified by the nominee expressing his willingness to accept the position for which he is nominated; and
- e) may include with a resume comprising not more than two hundred (200) words which shall be distributed with their nomination to all Members entitled to receive notice under this Constitution of the Annual General Meeting

Receipt of Nominations

27.3 Nominations must be received by the CEO at least forty (40) days prior to the Annual Elections and shall be sent to those Members entitled to receive notice under this Constitution.

Qualifications of Nominees

27.4 Nomination for a Committee is open to any member who is eligible by his category of membership.

Elections

27.5 The election of members of each Committee shall be held in conjunction with the election of the Board.

27.6 Subject to this Constitution, each Individual Member shall be entitled to vote for each Committee only as nominated by the respective Individual Member at the time of their annual membership renewal.

27.7 The elections shall be by secret ballot on papers prepared by the CEO. Members eligible and wishing to cast a vote for the election of candidates to a Committee must do so on the

designated ballot form and in the manner so prescribed by the Board from time to time. A ballot paper received at the EWA Office less than forty-eight (48) hours prior to the scheduled closing time of the Annual Elections will not be counted. Candidates standing for election will be elected to a Committee on a simple majority of votes received in decreasing order until all vacancies are filled.

- 27.8 The Board may approve a procedure for electronic voting in addition to or in substitution for the use of a ballot paper.
- 27.9 An Individual Member eligible under this Constitution, may nominate only one (1) person who is an Individual Member for election to any EWA Committee.
- 27.10 All eligible Persons nominated to serve on or elected to a Committee (including appointed and co-opted members) must be Members of EWA.
- 27.11 Should there be no more than the required number of nominations received in respect of vacancies to be filled at the Annual Elections then such nominated candidates shall be deemed elected.

28 **POWERS OF THE EQUESTRIAN WESTERN AUSTRALIA COMMITTEES**

- 28.1 Subject to this Constitution, the business of the various EWA Sports and Interests shall be managed, under the direction of the Board, by the respective Committees. In particular, the Committees shall be responsible for:
 - a) developing the respective Equestrian Sports throughout Western Australia with the EWA's objects;
 - b) in conjunction with the Board, determining major strategic direction for their respective Interest;
 - c) applying policies determined by the Board;
 - d) reporting to and receiving direction from their respective EA Sports Committee in all matters pertaining to their Sport;
 - e) advising on the day to day running of the respective Equestrian Sport in the State;
 - f) maintaining and training adequate numbers of officials in their respective Sport to conduct official events and maintain lists of accredited officials;
 - g) fundraising activities to assist the respective Sports or Interests development, such activities to be conducted in consultation with the Board who shall ensure that all Equestrian Sports are given equal opportunity to conduct activities;

- h) providing annual budgets for approval by the Board and to review monthly comparisons and variations of their accounts as presented to the Board. Each Committee will also provide separate budgets for any special event not included in the budget for presentation to the Board for its approval as per Board policy as amended from time to time;
- i) assisting in managing sponsorship in accordance with any directions received from the Board from time to time, particularly with regard to conflicting sponsors;
- j) providing an annual report to the Annual General Meeting of Members setting out the revenue and expenditure of that Committee and a summary of its operation for the year;
- k) reviewing their respective Sport or Interests performance in achieving its pre-determined aims, objectives and policies;
- l) conducting events and the like for the development and promotion of the respective Equestrian Sport;
- m) presenting to the Board for approval, By-laws , Rules and Policies as required for the effective conduct of each respective Equestrian Sport; and
- n) making recommendations to the Board regarding the conduct of the respective Equestrian Sports as required.

28.2 A Committee may not promote, maintain or develop any incorporated body.

29 COMMITTEE FUNDS

29.1 Net funds of each Committee, after the payment of all administrative costs, will remain eligible to be spent by that Committee in accordance with a budget, approved from time to time by the Board.

29.2 Sponsorship monies obtained by any Committee shall be separately identified in the accounts of the Committee and EWA and will only be applied for the purpose for which the sponsorship was provided.

30 COMMITTEE TO APPOINT OFFICE BEARERS

30.1 Each respective Committee shall appoint a Committee Chair from amongst their number annually, who shall hold office at the pleasure of the Committee.

30.2 The Chair shall not hold the position of Chair on any other Affiliate Members or Committee or be a member of the Board.

30.3 The Committee shall also appoint annually:

- a) a Committee Vice-Chairman from amongst their number, who shall hold office at the pleasure of the Committee and shall be an elected, not appointed, Member;
- b) an Honorary Treasurer of the Committee from amongst their number, who shall hold office at the pleasure of the Committee; and
- c) five other Persons who it is considered to have skills or expertise desired by the Committee. Any such appointed Person must be approved by the Board and shall only serve on the respective Equestrian Sport Committee for a period of one (1) year at a time, after which they may be reappointed for a further term should the respective Committee so decide.

30.4 Appointee's terms shall end at the conclusion of the Annual Elections subsequent to their appointment. Appointees to any Committee are entitled to cast a vote at Committee meetings.

31 VACANCIES OF COMMITTEE MEMBERS

Grounds for Termination of Committee Members

31.1 In addition to the circumstances in which the office of a Committee member becomes vacant by virtue of the Act, the office of a Committee member becomes vacant if the member(s)

- a) dies, or ceases to be a Member or for any reason ceases to have legal capacity;
- b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- c) resigns his office in writing to EWA;
- d) is absent without the previous consent of the Committee from meetings of the Committee held during a period of three (3) months;
- e) holds any office of employment with EWA, whether for remuneration or not;
- f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under EWA;
- g) is directly or indirectly interested in any contract or proposed contract with EWA and fails to declare the nature of his interest;
- h) in the opinion of the Board,

- i) has acted individually or in concert with any other committee member in a manner unbecoming or prejudicial to the objects and interests of the Interest; EWA and/or EA; or
- ii) has brought the Branch, any other Member or equestrian sport into disrepute;
- i) is removed by Special Resolution of the Members eligible to vote for membership of the Committee called to consider such a resolution; and
- j) would otherwise be prohibited from being a director of a corporation under the Corporations Law.

Casual Vacancies

31.2 Any person to fill any casual vacancy occurring in the position of a Committee elected member may be appointed by the remaining Committee Members from among appropriately qualified Individual Members. Such appointments must be minuted accordingly and approved by the Board. Any Committee Member appointed by the respective Committee to fill a casual vacancy shall hold office until the conclusion of the next Annual Elections. An election for the balance of the term of the person who vacated the position or in the case of the vacancy arising out of an amendment to this Constitution, for a term the same as that was due to the retired member shall be held at that Annual Election.

Committee May Act

31.3 In the event of a casual vacancy or vacancies in the office of a Committee member, 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 respective Committee, they may act only for the purpose of recommending to the Board that it nominates such additional Committee members to constitute a quorum. Such appointees shall only hold office until the next Annual Election.

31.4 In the event of the whole Committee being removed by the Board under clause 31.1 the Board may either call extraordinary elections to appoint New Committee Members or appoint a delegate to act in place of the Committee until the next Annual Election. In the case extraordinary elections are held, such members elected shall hold office only until the next Annual Election. At the Annual Election next held the new Committee Members shall be elected in accordance with clause 31.6 Commencement of Appointment

31.5 Subject to this Constitution, the office of all Elected Committee members shall commence from the conclusion of the Annual Elections at which they are elected until the conclusion of the third Annual Elections following.

Election and Re-Election

31.6 At the first election after this Constitution is adopted:

- a) The person who receives the fifth highest number of votes shall be elected for one (1) year.
- b) The persons who receive the fourth and third highest votes shall be elected for two (2) years.
- c) The persons who receive the second highest and highest votes shall be elected for three (3) years.

31.7 Elected Committee members in all subsequent elections shall hold office for three (3) years. They are eligible for re-election. The rotational basis for election or re-election as a Committee member for the first period after the adoption of this Constitution (at which 6 persons are elected) is as follows:

- a) First Year: To be elected one (1) Committee General member, one (1) Affiliate representative
- b) Second Year: To be elected one (1) Committee General member, one (1) Affiliate representative
- c) Third Year: To be elected two (2) Committee General members
- d) Once a Committee member has completed three (3) consecutive terms (9 years) on their respective Committee they are not eligible for re-election.

32 CONDUCT OF COMMITTEES

32.1 The Chair of any Committee, shall cause to be kept minutes of each meeting of the Committee of which that Person is Chair and those minutes shall be furnished to the Board at the Board meeting following the respective Committee's meeting and likewise the Board Secretary will be responsible to furnish to each Secretary of a Committee a summary of the most recent minutes of the Board meeting prior to that Committee meeting.

Quorums

32.2 A quorum for a Committee will be five (5) voting of whom at least three (3) shall be elected members.

Meetings

32.3 Subject to this Constitution, the respective Committee Persons may meet together for the

dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit for the transaction of business but in any event no less frequently than bi-monthly.

33 ADDITION, ALTERATION OR AMENDMENT OF CONSTITUTION

33.1 No addition, alteration or amendment shall be made to this unless the same has been approved by a Special Resolution.

PART VII – GENERAL MEETINGS

34 ANNUAL GENERAL MEETING

34.1 An Annual General Meeting of EWA shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

34.2 All General Meetings of EWA, or the Members eligible to vote for a Committee other than the Annual General Meeting, shall be Special General Meetings and shall be held in accordance with this Constitution.

35 NOTICE OF SPECIAL GENERAL MEETING

Notice of General Meetings

35.1 Notice of every General Meeting shall be:

- a) given to every eligible Affiliate and Member at the address appearing in the Register kept by EWA or if the member so specifically elects by email at an address nominated in writing by the Member. No other person shall be entitled as of right to receive notices of General Meetings; and/or
- b) advertised prominently in the Email Newsletter and on the Branch website, at least twenty-eight (28) days prior to the proposed General Meeting.

35.2 A notice of a Special General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.

35.3 The notice of every General Meeting shall include:

- a) the agenda for the meeting; and
- b) any notice of motion received from the Board, an Affiliate or Member which can be disposed of by a General Meeting.

36 BUSINESS

Business of General Meetings

- 36.1 The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and Auditors, the election of Committee members and members of the Board of Directors, Special Resolutions, or the appointment and fixing of the remuneration of the Auditors.
- 36.2 All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set down in clause 36.1 shall be special business.

Business Transacted

- 36.3 No business other than that stated on the Notice shall be transacted at that Meeting.

37 NOTICES OF MOTION

Notices of Motion to be submitted

- 37.1 All notices of motion for inclusion as special business at an Annual General Meeting must be submitted in writing to the CEO not less than forty (40) days (excluding receiving date and meeting date) prior to the Meeting.

Unsuccessful Notice of Motion

- 37.2 A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve (12) months.

38 SPECIAL GENERAL MEETINGS

Special General Meetings may be held

- 38.1 The Board may, whenever it thinks fit convene, a Special General Meeting of EWA and, where, but for this clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

Requisition of Special General Meetings

- 38.2 The CEO shall convene a Special General Meeting within twenty-eight (28) days of receiving a requisition signed by 25% of Members eligible to vote at a General meeting.
- 38.3 The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to EWA and may consist of

several documents in a like form, each signed by one (1) or more of the Members making the requisition.

38.4 If the Board does not cause a Special General Meeting to be held within twenty-eight (28) days after the date on which the requisition is sent to EWA, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

38.5 A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by EWA to the persons incurring the expenses.

39 PROCEEDINGS AT GENERAL MEETINGS

Quorum

39.1 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Branch shall consist of double the number of members presently on the Board of Management plus one (1), or more members, present personally or by proxy and eligible to vote.

Chairman to Preside

39.2 The Chair shall, subject to this Constitution, preside as Chair at every General Meeting of EWA. If the Chair is not present, or is unwilling or unable to preside, the Vice-Chair shall preside. If the Vice-Chair is not present, or is unwilling or unable to preside, the Board shall appoint one of their numbers to preside as Chair for that meeting only.

39.3 The Members eligible to vote to elect a Committee may requisition and hold a Special General Meeting of such eligible Members in the same way as set out in clause 38.1 to 38.4.

Adjournment of General Meetings

39.4 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day in the next two (2) weeks at the same time and place, or to such other day and at such other time and place, as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

39.5 The Chair may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place

but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 39.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 39.7 Except as provided in clause 39.5 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

Voting Procedure

- 39.8 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll or secret ballot is (before or on the declaration of the result of the show of hands) demanded
- a) by the Chair; or
 - b) by 25% of the Members present and eligible to vote.

Recording of Determinations

- 39.9 Unless a poll on secret ballot is demanded clause 39.8, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of EWA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

Where Poll Demanded

- 39.10 If a poll or secret ballot is duly demanded under clause 39.8 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

Where Secret Ballot is Demanded

- 39.11 If a secret ballot is held, the Chair must appoint two (2) members to conduct the secret ballot in the way the Chair decides. The result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded.

Methods of Voting

- 39.12 Where voting is required to be by secret ballot, or where a poll is demanded, the Chair may appoint a returning officer and scrutineers. In the event of a ballot for the election of any

Board Position, the Chair may not appoint any candidate for election as scrutineer or returning officer.

40 **VOTING AT GENERAL MEETINGS**

Members Entitled to Vote

40.1 Each Member if eligible, shall have one (1) vote at General Meetings which, subject to this Constitution, shall be exercised by them personally or by proxy, or in the case of Affiliates, by its Delegate.

Chair may Exercise Casting Vote

40.2 At General Meetings the Chair has a deliberative vote, and where voting at General Meetings is equal the Chair may exercise a casting vote.

41 **PROXY VOTING**

Proxy Voting Permitted

41.1 Proxy voting shall be permitted at all General Meetings provided a proxy form in the form set out in Annexure 1 (or as otherwise approved by the Board from time to time) has been duly completed, executed and is lodged with the CEO forty-eight (48) hours prior to the commencement of the meeting. No Member entitled to vote shall exercise more than one (1) proxy vote at any one time.

Proxy

41.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour or against any proposed resolution. No instrument appointing a proxy shall be valid after the conclusion of the General Meeting it was specifically executed for.

PART VIII – MEMBERS’ LIABILITY

42 **LIABILITY OF MEMBERS**

42.1 The liability of the Members of EWA is limited.

43 **MEMBERS' CONTRIBUTIONS**

43.1 Every Member of EWA undertakes to contribute to the assets of EWA in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of EWA contracted before the time at which he/she ceases to be a Member, and the costs, charges and expenses of winding up and for an

adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

44 **DISTRIBUTION OF PROPERTY ON WINDING UP**

44.1 If upon winding up or dissolution of EWA there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of EWA but shall be given or transferred to an association incorporated under the Act having purposes similar to the purposes of EWA, and which:

- a) prohibits the distribution of its or their income, and property among its or their Members, to an extent at least as great as is imposed on EWA by this Constitution;
- b) is also not carried on for profit, and
- c) is similarly exempt from income tax.

44.2 Such associations or associations to be determined by the Members of EWA at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

45 **DISCIPLINE**

45.1 The Board may provide for the regulation of members' conduct and their discipline and also create and amend By-Laws from time to time.

45.2 At the date this constitution is adopted, until the Board resolves otherwise, the Disciplinary By-Laws of EWA, will be the Disciplinary By-Laws of EA. The Chairman of the Board shall be the nominee of the National Judicial Procedure Officer Chairman as prescribed in the EA Disciplinary By-Laws.

45.3 Where an Affiliate Member is suspended as a result of Disciplinary Action its membership of, representation rights and privileges in, EWA shall be forfeited during the period of such suspension.

45.4 Where an Individual Member is suspended under a disciplinary process, all rights and privileges of that Member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a Member shall also forfeit all Affiliated Club rights during the currency of the suspension.

45.5 Where a Member is expelled his membership of, and representation rights and privileges in EWA, shall be forfeited immediately and membership shall cease.

Appeals

- 45.6 The Board where appropriate, will implement the Appeals By-Laws of EA as adopted at a Meeting of EA Directors on 8th February 2000, as may be amended from time to time.
- 45.7 Immediately upon the receipt of an appeal the Board will convene a duly constituted Appeals Committee of such independent persons as it deems appropriate to hear the matter.
- 45.8 Any appeal against a finding handed down by a Judiciary Committee, or EWA, will be conducted where appropriate, according to the EA National Appeal By-Laws. In any case, the matter will be heard anew and the laws of natural justice shall apply.

PART IX – MISCELLANEOUS

46 DELEGATIONS

Board may Delegate Functions

- 46.1 The Board may by instrument in writing create or establish or appoint from among its own members, the Members of EWA or otherwise, Special Committees, individual officers or consultants to carry out such duties and functions, and with such powers, as the Board determines.

Delegation by Instrument

- 46.2 The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than
- a) this power of delegation; and
 - b) a function imposed on the Board or the CEO by the Act or any other law, or this Constitution or by resolution of EWA in General Meeting;
 - c) delegated function exercised in accordance with terms;
 - d) a function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

Procedure of Delegated Entity

- 46.3 The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this Constitution.

Delegation may be Conditional

46.4 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

Revocation of Delegation

46.5 The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

Adjustment of Membership Year

46.6 The Board may prescribe a Membership Term in order to adjust the commencement date for a Membership Year.

46.7 In such case the Membership fees from a Membership Term shall be proportionate to the Membership fees for a Membership Year.

Deemed Membership

46.8 Notwithstanding all Members, at the time of approval of this Constitution under the Act, shall be deemed Members of EWA for a period to June 30th 2010.

47 **DEFECTIVE APPOINTMENTS**

47.1 Notwithstanding any defect in the appointment of any person to the Board or Committee all acts done by any meeting of the Board or Committee or by any person acting in the name of and with the authority of the Board be as valid as if the Board, or Sub-Committee or person aforesaid had been duly qualified and appointed.

48 **RULES**

Board to formulate Rules

The Board may formulate, issue, adopt, interpret and amend such Rules for the proper advancement, management and administration of EWA, the advancement of the objects of EWA and equestrian sport as it thinks necessary or desirable. Such Rules must be consistent with the Constitution and Rules of the Branch and any policy directives of the Board.

Rules Binding

48.1 All Rules made under this clause shall be binding on EWA, Affiliates Clubs and Members.

Rules Deemed Applicable

48.2 All Rules, of EWA in force at the date of the approval of this Constitution under the Act, insofar as such Rules are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations under this clause.

Bulletins Binding on Members

48.3 Amendments, alterations, interpretations or other changes to Rules shall be advised to Members by means of Bulletins approved by the Board and prepared and issued by the CEO. Bulletins are binding upon all Members.

48.4 Any Rule may be amended by an ordinary resolution of Members in General Meetings.

Negotiable Instruments

48.5 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Branch, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any method approved in unity by the Board.

48.6 Where any payment made by the organisation exceeds \$100.00, it must be made by cheque or electronic funds transfer.

49 NOTICE

Manner of Notice

49.1 Notices may be given by the CEO to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address as maintained on the organisation's database.

49.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.

49.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

49.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

50 SEAL

Safe Custody of Seal

50.1 The CEO shall provide for safe custody of the Seal.

Affixing Seal

50.2 The Seal shall only be used by authority of the Board and every document to which the seal is affixed must be co-signed. One signatory shall be one (1) Director of whom must be either the Chair or the Finance Director and the CEO shall be the other signatory.

51 PATRONS AND VICE PATRONS

51.1 EWA at its Annual General Meeting may appoint annually on the recommendation of the Board a Chief Patron and such number of Patrons and Vice-Patrons.

51.2 Where any position referred to in clause 51.1 is not filled, the Board may invite a person to accept that office for a term expiring at the next Annual General Meeting.

52 ALTERATION OF CONSTITUTION AND RULES

52.1 This Constitution shall not be altered except by Special Resolution in accordance with the Act requiring a majority of three-quarters of votes of those Members present personally or by proxy and eligible to vote.

52.2 Subject always to clause 52.1 no proposal for amendment of this Constitution at a General Meeting shall be considered or dealt with unless:

- a) The notice convening the General Meeting specified the details of the proposed amendment to be considered at such meeting; and
- b) Such notice was sent to each Member entitled to vote at such a Meeting.

52.3 No amendment, repeal or addition to his Constitution will be valid until it is approved and registered by the CEO.

53 INDEMNITY

53.1 Every Director, officer, auditor, manager, employee or agent of EWA shall be indemnified out of the property or assets of EWA against any liability incurred by him/her in his/her capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

53.2 EWA shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

53.3 In the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of EWA; and

53.4 In the case of an employee, performed or made in the course of, and within the scope of his employment by EWA.

54 **DISSOLUTION**

54.1 EWA may be wound up in accordance with the provisions of the Act.

55 **DEFINITIONS AND INTERPRETATION**

Definitions

55.1 In this Constitution unless a contrary intention appears, these words shall have the following meanings:

- a) "Act" means the Associations Incorporation Act 1987 (as amended) of Western Australia,
- b) "Affiliate Member" denoted means any group, body, organisation or Show Society that meets the terms of the National Policy for Affiliation as approved by the EA and as amended from time to time, who is so registered, for such time as they remain a financial member, or otherwise remains registered with EWA and meet the membership requirements of EWA.
- c) "Board" means the body consisting of the Board Directors.
- d) "By-Laws" means any By-Laws made by the Board.
- e) "CEO" means the Chief Executive Officer and Secretary of EWA for the time being appointed under this Constitution.
- f) "Chair" means the Chairman for the time being of EWA.
- g) "Committee Member" means any individual elected or appointed to a Committee of EWA.
- h) "Constitution" means this Constitution of EWA.
- i) "Delegate" means the person appointed from time to time by an Affiliate Member

to represent and act for and on behalf of that Affiliate Member at General Meetings.

- j) "Director" means a member of the Board and includes the Chairman appointed in accordance with this Constitution but does not include the Chief Executive Officer.
- k) "EA" means Equestrian Australia Ltd.
- l) "Equestrian Sport" means the Sports of Dressage, Eventing, Jumping, Carriage Driving, Interschool, Show Horse, Reining, Endurance, Vaulting and Para-Equestrian.
- m) "EWA" means Equestrian Western Australia Incorporated
- n) "Financial year" means the year ending 30 June in each year.
- o) "Finance Director" means Treasurer.
- p) "General Meeting" means the annual or any special general meeting of EWA.
- q) "Honorary Life Member" means an individual appointed as an Honorary Life Member of EWA for the time being as outlined in this Constitution.
- r) "Individual Member" means a registered Member of EWA, including any competitor, coach or other official who is so registered, for such time as he remains a financial Member, or otherwise remains registered with EWA and the membership requirements of EWA.
- s) "Intellectual Property" means all rights subsisting in copyright, rules & regulations, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to EWA or any event, competition (inclusive of State Titles) or Equestrian activity of or conducted, promoted or administered by EWA.
- t) "Interest" means any particular equestrian discipline or any common cause within Equestrian Sport recognised by the Board as requiring particular support or representation.
- u) "Member" means either an Individual or Affiliate Member of EWA who is so registered, for such time as they remain a financial Member, or otherwise remains registered with EWA and the membership requirements of EWA.
- v) "Membership Term" means a period of Membership less than a Membership Year.
- w) "Rules" means any Rules, regulations or By-laws made by the Board under Clause

48.

- x) "Seal" means the common seal of EWA and includes any official seal of EA.
- y) "Special Resolution" means a resolution passed in accordance with the Act.
- z) "SEC" means the State Equestrian Centre
- aa) "SEC Director" means the delegate of the Board charged with the responsibility of overseeing the EWA's functions in relation to the SEC.
- bb) "Voting Member" means an Individual Member or Affiliate Member who is eligible to cast a vote at a General Meeting of EWA or EA.
- cc) "Year" or "Membership Year" shall mean the period of twelve (12) calendar months commencing on the date prescribed by the Board.

Interpretation

55.2 In this Constitution:

- 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 include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
- 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).

55.3 a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other electronic modes of representing or reproducing words in a visible form, including but not limited to messages sent by electronic mail.

Severance

- 55.4 If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, 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 this Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

The Act

- 55.5 Except where a contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

Interpretation of Objects and Powers

- 55.6 The specification of the objects and powers of EWA in Clauses 2 and 3 of this Constitution, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power. In each case the expression of the general includes the particular whether stated or not no particular object or power will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.
- 55.7 To the extent that any provision of this Constitution is inconsistent with or not in conformity with the EA Constitution, the provisions of the EA Constitution shall prevail to the extent of that inconsistency and that provision and this Constitution shall be read and interpreted accordingly.

ANNEXURE 1

APPOINTMENT OF PROXY

EQUESTRIAN WESTERN AUSTRALIA INCORPORATED

I.....

Of.....

.....

Being an eligible voting Member of Equestrian Western Australia, of this Constitution, hereby appoint

.....,

Of.....

as my Proxy to attend and vote on my behalf at the General Meeting of EWA

(Annual or Special General Meeting, as the case may be) to be held on the.....day the.....Day of.....20___.. and at any adjournment thereof.

I understand that this appointment is not valid if my Proxy has accepted a Proxy from any other member to vote at the same meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution(s) (insert resolution details below as required)

1.....

2.....

3.....

Signed thisday of.....20.....

Signature.....membership number _____