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Constitution

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EQUESTRIAN AUSTRALIA LIMITED
ABN 19 077 455 755

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CORPORATIONS ACT (2001) (CTH)

CONSTITUTION

OF

EQUESTRIAN AUSTRALIA LIMITED

1. NAME OF COMPANY

The name of the company is Equestrian Australia Limited ("Company").

2. OBJECTS OF COMPANY

The Company is the peak body for the administration of Equestrian sport in Australia. The Objects for which the Company is established and maintained are to:

- (a) create in conjunction with the Branches a uniform entity through and by which Equestrian sport in Australia can be encouraged, conducted, promoted and administered and to be the governing body of Equestrian sport in Australia;
- (b) promote and encourage Equestrian sport and the conduct of international competition as a member of the Fédération Equestre Internationale ("FEI");
- (c) adopt and accept the rules of the FEI and abide by the interpretation of such rules as determined from time to time by the Company;
- (d) represent and act on behalf of, and in the interests of, the Branches and the Participating Members in all matters pertaining to Equestrian sport at a national and international level;
- (e) control, manage and conduct Equestrian sport competitions, exhibitions, events, demonstrations and displays at a national level;
- (f) select and manage Equestrian sport teams and individuals to represent Australia in international competitions and events inside and outside Australia;
- (g) encourage, conduct, promote, and administer Equestrian sport throughout Australia, through and by the Branches for the mutual and collective benefit of the Participating Members and Equestrian sport;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Company and Equestrian sport, its standards, quality and reputation for the collective and mutual benefit of the Branches and the Participating Members and Equestrian sport;
- (i) co-operate with, and promote mutual trust and confidence between the Company and the Branches and between the Branches themselves in pursuit of these Objects;
- (j) promote the economic and sporting success, strength and stability of the Company and each Branch and to act interdependently with each Branch in pursuit of these Objects;
- (k) affiliate and otherwise liaise with the FEI and such other bodies as may be desirable, in the pursuit of these Objects;

- (l) encourage, conduct, promote, advance and govern Equestrian sport;
- (m) apply the property and capacity of the Company towards the fulfilment and achievement of these Objects;
- (n) use and protect the Intellectual Property;
- (o) strive for and maintain government, commercial and public recognition of the Company as the authority for Equestrian sport in Australia;
- (p) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Equestrian sport, Equestrian sport competitions and related activities, including but not limited to the rules of the sport and coaching and officiating standards;
- (q) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Company;
- (r) maintain and extend the operations and activities of the Company through Branches;
- (s) in conjunction with Branches further develop the Company and Equestrian sport into an organised institution having regard to these Objects;
- (t) promote the health and safety of riders, horses, officials and other individuals participating in Equestrian sport in any capacity;
- (u) act as final arbiter on all matters pertaining to the conduct of Equestrian sport in Australia, including disciplinary matters;
- (v) establish and conduct education and training programs for riders, coaches, judges, officials, support personnel and staff in the implementation and interpretation of Equestrian sport rules and standards and any of the policies, codes of conduct, protocols and principles which are formulated, adopted or implemented under the Object in Rule 2(w);
- (w) formulate, adopt, implement and observe appropriate policies, codes of conduct, protocols and principles, including policies, codes of conduct, protocols and principles in relation to member protection, equal opportunity, equity, anti-doping, sports medicine, integrity, corruption, health, safety, junior and senior programs, infectious horse diseases and such other matters as arise from time to time as issues to be addressed in Equestrian sport;
- (x) assist, cooperate and liaise with applicable international and national anti-doping and integrity organisations having jurisdiction over Equestrian sport;
- (y) promote and facilitate scientific research and experiments for the purposes of acquiring knowledge of the horse, its care, management and training, and of furthering the interests of the breeders and owners of horses and of improving breeding and breeding methods of horses;
- (z) formulate, adopt, implement and observe proper investigation, supervision and reporting policies in relation to the sports science practices in Equestrian sport;

- (aa) represent the interests of the Participating Members and of Equestrian sport generally in any appropriate forum including representations to government on issues facing the Equestrian sport industry;
- (bb) have regard to the public interest in its operation;
- (cc) encourage and promote performance-enhancing drug free competition;
- (dd) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Equestrian sport in any capacity to obtain awards or public recognition; and
- (ee) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. POWERS OF COMPANY

Solely for furthering the Objects, the Company has the legal capacity and powers of a company as set out under section 124 of the Act.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

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

“Act” means the Corporations Act 2001 (Cth).

“Appointed Director” means a Director appointed under Rule 22.

“Athlete” has the meaning given to that term in the By-Laws.

“Athlete ~~Appointed Director~~” means a person who has been ~~selected~~ appointed by the Board to be a Director by virtue of their being an Athlete ~~and that person has been appointed as an Appointed Director as provided for in this Constitution and the By-Laws in accordance with Rule 23.~~

“Board” means the body consisting of the Directors under Rule 20.

“Branch” means an entity referred to in Rule 5.1.

“Branch Territory” means, in respect of a Branch, its State of incorporation and such Territory as may be administered by it as provided in Rule ~~5.2(c)5.2(c)5.1(d).~~

“By-Law” means any regulation made by the Board and having effect under Rule ~~333334.~~

“Chairman” means the chairman of the Board appointed under Rule ~~20.3(a)20.3(a)20.2(a).~~

“Chief Executive Officer” means the person who is appointed under Rule ~~272726~~ and includes any person who with the authority of the Board is exercising some or all of the functions and duties of the Chief Executive Officer on an interim, temporary or acting basis.

“Company” has the meaning given to that term in Rule 1.

"Constitution" means this constitution of the Company as amended from time to time.

"Delegate" means the person elected or appointed from time to time by a Branch to act for and on behalf of that Branch and represent the Branch at General Meetings or otherwise.

"Director" means a member of the Board.

"Discipline Committee" means a committee delegated certain functions by the Board under Rule 32.1 relating to a particular discipline of Equestrian sport.

~~"Elected Director" means a Director elected or deemed elected under Rule 21 or a Director deemed an Elected Director under Rule 23.2(d)(ii) under Rule 21.5.~~

"Equestrian New South Wales" means The Equestrian Federation of Australia (NSW) Inc.

"Equestrian Queensland" means The Equestrian Federation of Australia (Queensland Branch) Inc.

"Equestrian South Australia" means The Equestrian Federation of Australia (South Australian Branch) Incorporated.

"Equestrian sport" means the sport of Equestrian sport as determined by the FEI with such variations as may be recognised by the Company from time to time.

"Equestrian Tasmania" means The Equestrian Federation of Australia (Tasmanian Branch) Incorporated.

"Equestrian Victoria" means Equestrian Federation of Australia Victorian Branch Incorporated.

"Equestrian Western Australia" means The Equestrian Federation of Australia (WA Branch) Incorporated.

"FEI" has the meaning given to that term in Rule ~~2(b)2(d)~~.

"Financial Year" means the year commencing 01 July and ending 30 June in any year.

"General Meeting" means the annual or any special general meeting of the Company.

"Intellectual Property" means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Company or any event, competition or activity of or conducted, promoted or administered by the Company.

"Horse" includes heavy horses, ponies, mules, donkeys and other members of the family of equidae.

"Member" means any Branch and any Participating Member for the time being of the Company under Rule 6.

"Nominations Committee" means the committee established under Rule 21.2.

"Objects" means the objects of the Company as set out in Rule 2.

"Ordinary Majority" means a majority requiring more than 50% by number of the votes cast by Voting Members on Branches to vote for or otherwise support the resolution or matter concerned.

"Participating Member" means any person or association of persons (incorporated or unincorporated) which is under the rules or constitution of a Branch, a duly registered and financial member of that Branch.

"Relevant Skills" are skills held by a Director or potential Director which are likely to be of benefit to the Company and/or Equestrian sport and which otherwise complement the Board's current composition. Such skills will include at least seven (7) years experience working in any of the fields of sports management, sports promotion or sports administration, finance, accounting, law, veterinary science or business generally.

"Special Majority" means a majority requiring at least 75% by number of Branches the votes cast by Voting Members entitled to vote on to vote for or otherwise support the resolution or matter concerned.

"Special Resolution" means the same meaning as in the Act.

"State" means a State of Australia but excludes the Territories.

"State Acts" means the incorporation legislation (by whatever name called) governing the Branches, including the Act.

"Telecommunication Meeting" means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a General Meeting to communicate with any other participant.

Commented [L&R1]: Included to facilitate entirely virtual general meetings of the company - refer also to clause 27.

"Territory" means either the Australian Capital Territory or the Northern Territory.

"Voting Member" means, in relation to a General Meeting, those Members present and entitled to vote in accordance with Rule 5.1.

4.2 Interpretation

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) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) ~~references to Members that are not Branches are references to persons who, except as expressly provided in this Constitution, enjoy no rights or benefits as are given or ascribed to members of a company under the Act and have no~~

~~right to receive notices of, attend or be heard at General Meetings of the Company or participate in any distribution on the winding up of the Company;~~

~~(g)~~(f) references to persons include corporations and bodies politic;

~~(h)~~(g) references to a person include the legal personal representatives, successors and permitted assigns of that person;

~~(i)~~(h) a reference to a statute or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

~~(j)~~(i) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

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. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 The Act and the Replaceable Rules

- (a) To the extent that any provision of this Constitution is inconsistent with the provisions of the Act, the provisions of the Act shall prevail to the extent of the inconsistency and this Constitution shall be read and interpreted accordingly.
- (b) Where any provision of the Act which is a replaceable rule applies to the Company and a provision of this Constitution displaces or modifies that replaceable rule, then that replaceable rule shall be so displaced or modified by this Constitution.

4.5 Objects

The Company is established solely for the Objects.

5. ~~BRANCHES~~MEMBERSHIP

5.1 ~~Categories of Members~~

~~Members of the Company shall consist of:~~

- ~~(a) Branches, which subject to this Constitution have the right to receive notice of, attend and vote (through their Delegate) at General Meetings; and~~
- ~~(b) Participating Members, who (or which) subject to this Constitution are entitled to receive notice of, attend and vote at General Meetings, either themselves if they are an individual, or by a duly nominated representative if they are a body corporate or unincorporated association.~~

5.15.2 Branches

~~(a)~~ The Branches are the only Members of the Company entitled to exercise any right granted to a member of a company by the Act, including without limitation rights to receive notice of all General Meetings and by its elected or appointed Delegate, the right to attend, debate and vote on behalf of the Branch concerned, casting one vote on any resolution for which notice has been duly given under this Constitution and participate in any distribution on the winding up of the Company and no Participating Member or other person called a member by whatever description under this Constitution, shall have any rights of a Branch unless all such Branches shall unanimously so agree and then only in terms of their agreement. For the avoidance of doubt, only Delegates shall counted in determining the quorum for any such meeting.

~~(b)~~(a) As at the date of approval of this Constitution under the Act , the Branches are:

Equestrian Queensland;

Equestrian New South Wales;

Equestrian Victoria;

Equestrian Tasmania;

Equestrian South Australia;

Equestrian Western Australia.

~~(c)~~(b) Each Branch shall be the official representative of and controlling authority for Equestrian sport in its Branch Territory and to that end shall administer Equestrian sport in its Branch Territory in conformity with its own Constitution and these Objects to the exclusion of any other body except as expressly provided in this Constitution.

~~(d)~~(c) As at the date of approval of this Constitution under the Act, Equestrian sport in the:

(i) Australian Capital Territory, is administered by Equestrian New South Wales; and

(ii) Northern Territory of Australia, is administered by Equestrian Queensland,

with the approval of the Company and each of the Branches.

~~(e)~~(d) The By-Laws may address the administration by Branches of other sports involving horses.

~~(f)~~(e) A body incorporated in a Territory may with the approval of the Board become a Branch in respect of that Territory so long as it signs an accession deed in a form required by the Board and paragraph ~~(ab)~~ shall be deemed adjusted accordingly.

~~(g)~~(f) The Board shall not give its approval under Rule ~~5.2(e)5.2(e)5.1(f)~~ unless it has first received a written determination signed by an Ordinary Majority of

the Branches endorsing the giving of that approval and the terms of the accession deed.

~~(h)~~(g) The Company shall keep a record of the ~~Branches-Members~~ in the register of members required to be kept by the Company under the Act.

5-25.3 Rights and Responsibilities of Branches

Each Branch shall:

- (a) be and remain incorporated;
- (b) be and remain a body that is not carried on for profit and which is exempt (or entitled to be exempt) from income tax;
- (c) in order to give effect to Rule 5.1(a), each Branch shall appoint in writing one Delegate for such term as is deemed appropriate by the Branch. A Delegate must:
 - (i) be appropriately empowered by the appointing Branch to consider, make decisions and vote at General Meetings on matters duly put to such meetings; and
 - (ii) not be a Director,and the Branch or the Delegate concerned shall on request provide the Chairman of the meeting concerned with a copy of that written appointment;
- (d) provide the Company with copies of its annual financial statements annual report and associated documents as presented to its members within 30 days of the Branch's annual general meeting;
- (e) adopt in principle the Objects and Rules in its Constitution which are, to the extent permitted or required by the State Acts, generally in conformity with this Constitution and give effect to those Objects and Rules as so adopted;
- (f) without limiting paragraph (e), ensure that its constitution at all times:
 - (i) provides that each person or association of persons (incorporated or unincorporated) who is a member of that Branch shall by being a member of that Branch automatically be a Participating Member of the Company and such members of the Branches shall be bound by the provisions of this Constitution and the By-Laws as they apply to Participating Members, including unreservedly submitting to the jurisdiction, procedures, penalties and appeal mechanisms of the Company set out in the By-Laws and under the Company's Disciplinary Rules;
 - (ii) requires that on each renewal of membership each such member of the Branches acknowledges and agrees unreservedly that they are aware of the existence of, and will be bound by, that provision in its entirety; and
 - (iii) its income and property shall not be distributed among its members on its winding-up;

- (g) apply its property and capacity solely in pursuit of the Objects and the promotion of the Branch and Equestrian sport;
- (h) maintain, in a form and with such details as are reasonably acceptable to the Company, a register of all its members by whatever name or description and a register of all horses proposed for registration by any of those members. Each Branch shall provide an updated copy of the register at a time and in a form reasonably required by the Company and will permit the Company to inspect the register during usual office hours;
- (i) not do anything that would preclude the Company from meeting the Objects;
- (j) encourage, promote and administer Equestrian sport in its Branch Territory consistent with the intent expressed in this Constitution and its Constitution so as to create uniformity in the way in which the Objects and Equestrian sport are to be conducted throughout Australia.

5.35.4 Mutual Agreements

The Company and each of the Branches agree with the others of them:

- (a) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Equestrian sport, its standards, quality and reputation for the collective and mutual benefit of them and their respective members, including in their capacity as Participating Members, and Equestrian sport;
- (b) not to do or permit to be done any act or thing which might be reasonably considered to adversely affect or derogate from the generally accepted standards, quality and reputation of Equestrian sport, and its maintenance and enhancement;
- (c) to make full and proper disclosure, in the case of the Company, to each of the Branches and in the case of a Branch to the Company and Branches, of any Matter of Importance of which it is aware. The Company shall not be obliged to disclose confidential information received by it on a confidential basis, including information from a Branch, or if precluded by law from doing so but otherwise shall do as much as it reasonably can to make full disclosure to the Branches. In this paragraph "Matter of Importance" means a matter which would reasonably be considered to have a material and adverse or prejudicial impact upon any of them or Equestrian sport in Australia.

6. RIGHTS OF PARTICIPATING MEMBERS

- (a) ~~Subject in all respects to Rule 5.1(a), A~~any person or association of persons, incorporated or unincorporated, who is or becomes a member of a Branch shall, for so long as it remains a member, by that fact automatically be and remain a Participating Member, but on ceasing to be a member of the Branch, shall automatically cease to be a Participating Member.
- (b) Persons, other than Branches, who prior to the approval of this Constitution under the Act were ~~members by whatever name or description of the Company shall on the approval of this Constitution under the Act no longer be entitled to such membership but:~~

- (i) ~~if they satisfy the requirements of Rule 6(a), they~~ **Participating Members** shall automatically be Participating Members and in all respects their membership of the Company shall be continuous; and
- (ii) ~~not Participating Members, if they do not satisfy the requirements of Rule 6(a), they~~ may apply to a Branch to be a member of that Branch and thereby become Participating Members.
- (c) The Branches agree to do all things reasonable to give timely effect to an application for membership made under Rule 6(b)(ii).
- (d) The provisions of this Rule do not apply to honorary memberships or similar bestowals or titles granted or awarded by the Company that do not purport to give the recipient or holder any rights under this Constitution.

7. FEES AND LEVIES

7.1 Determination of Fees and Levies

- (a) Any fees and any levies payable by Members (or any category of Members) to the Company, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.
- (b) The Board may differentiate or distinguish between the fees and any levies payable by or calculated in respect of Participating Members of the same class or category provided that it ascribes the reasons or basis for doing so.

7.2 Consequences of Non-Payment

- (a) Any Participating Member which or who has not paid all monies due and payable by that Participating Member to the Company shall (subject to the Board's discretion) have all rights as a Participating Member under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.
- (b) A Branch shall forthwith remove all rights of membership of that Branch to a Participating Member who has been suspended under 7.2(a).

8. NATIONAL REGISTER OF MEMBERS

8.1 Chief Executive Officer to Keep Register

The Chief Executive Officer shall ensure that a national register of Participating Members under Rule 6 is kept and maintained, including information derived from Branch registers maintained under Rule ~~5.3(h)5.3(h)5.2(h)~~.

8.2 Inspection of National Register

- (a) Having regard to confidentiality considerations, an extract of the national register, shall be available for inspection (but not copying) by Branches, upon reasonable request.
- (b) Notwithstanding Rule 8.2(a), a Branch shall be entitled to all information on the national register relating to persons who are members of that Branch.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

Subject to this Constitution, any Branch which has paid all monies due and payable to the Company and has no other liability (contingent or otherwise) to the Company may resign as a Branch by giving six months' notice in writing to the Company of such intention to withdraw or resign and upon the expiration of that period of notice and that body shall cease to be a Branch and shall cease to enjoy the rights and benefits under this Constitution attendant on being a Branch.

9.2 Expiration of Notice Period

When a Branch ceases to be a Member, that fact shall be recorded in the register of members referred to in Rule ~~5.2(g)5.2(g)5.4(h)~~ and the provisions of Rule 9.5 shall apply.

9.3 Forfeiture of Rights

A Branch which ceases to be a Member in accordance with this Constitution or the Act for whatever reason shall forfeit all right in and claim upon the Company and its property, including Intellectual Property. Any Company documents, records or other property in the possession, custody or control of that Branch shall be returned to the Company immediately.

9.4 Membership may be reinstated

Where the membership of a Branch has lapsed, been withdrawn or terminated under this Constitution, that membership may on application made in accordance with this Constitution, be reinstated at the discretion of the Board and otherwise on such conditions as it sees fit.

9.5 Cessation of Membership

- (a) Where a Branch ceases to be a Member in accordance with this Constitution or the Act:
- (i) the Board shall be required to find a replacement Branch from the Branch Territory concerned at the earliest possible time and so that there shall at any one time only be one Branch for that Branch Territory;
 - (ii) in the interim and as a temporary measure only, the members of that Branch may be granted appropriate membership of another Branch pending the establishment of the replacement Branch under Rule ~~9.5(a)(i)9.4(f)~~ and they shall continue to be recognised as Participating Members; and
 - (iii) the Branches agree to do all things reasonable to give timely effect to an application for membership made under Rule ~~9.5(a)(ii)9.4(g)~~.
- (b) A replacement Branch shall not be appointed by the Board unless at the time of its appointment:
- (i) it satisfies the requirements of Rule ~~5.35.35.2~~ (a), (b) (e) (f) and (h); and

- (ii) it signs an accession deed in a form required by the Board,
and on its appointment Rule ~~5.2(a)5.2(a)5.1(b)~~ shall be deemed adjusted accordingly.
- (c) The Board shall not effect the appointment under Rule 9.5(b) unless it has first received a written determination signed an Ordinary Majority of the Branches endorsing the making of that appointment and the terms of the accession deed.

10. DISCIPLINE OF MEMBERS

10.1 Disciplinary Action

Where the Board considers that, or is advised by the Chief Executive Officer that, a Participating Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the By-Laws and as a consequence of that breach, failure, refusal or neglect the Company has suffered, or might reasonably be expected to suffer, financial loss or damage or material damage to its reputation; or
- (b) acted in a manner unbecoming of a Participating Member or prejudicial to the Objects and interests of the Company and/or Equestrian sport and as a consequence has brought the Company or Equestrian sport into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings against that Participating Member, and that Participating Member will be subject to, and by fact of its membership, submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Company set out in the By-Laws. No member of the Board shall take part in any such disciplinary proceeding as an adjudicator.

10.2 Branch Disciplinary Rules

Notwithstanding all Branches will conduct disciplinary matters at Branch level in accordance with the By-Laws, nothing in this rule impacts upon, or is intended to operate in any way, to affect or displace a Branch's conduct of disciplinary matters at Branch level. The Company may choose to not accept an appeal or other matter under this rule where it considers it has been properly addressed by a Branch.

10.3 Non-Application of Rule 10

This Rule 10 shall not apply to any incident or matter to which the member protection policy, the athlete anti-doping policy or the Equine Medication Control and Anti-Doping Policies and rules of the Company applies. Any matter arising under any of these policies should be dealt with in accordance with the procedures set out in the relevant policy.

11. GENERAL MEETINGS

11.1 Annual General Meeting

- (a) An Annual General Meeting of the Company shall be held in accordance with the Act and this Constitution and on a date determined by the Board.

- (b) Annual General Meetings shall be held as the Board determines at:
- (i) the principal office of the Company, or
 - (ii) another location in the same city where that principal office is located; or
 - (iii) any other location but only if the Board has first received a written determination signed by an Ordinary Majority of the Branches approving that location.

11.2 Special General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

11.3 Resolutions at General Meetings

All resolutions at General Meetings shall be Ordinary Resolutions unless the Act or this Constitution requires that they be Special Resolutions.

12. NOTICE OF GENERAL MEETING

12.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to ~~Branches-Voting Members~~ at the address appearing in the register kept by the Company. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of General Meeting shall be given at least 45 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the general nature of the business to be transacted at the General Meeting shall be given at least 30 days prior to the General Meeting, together with any notice of motion received from ~~Branches-Voting Members~~. If necessary, an amended notice and agenda will be given to ~~the Branches-Voting Members~~ to give effect to any notice of motion submitted by a ~~Branch-Voting Member~~ under Rule 14.

12.2 Entitlement to Attend General Meeting

No ~~Branch-Voting Member~~ shall be ~~represented at~~ ~~permitted to attend~~, or take part in a General Meeting, unless all monies (set in accordance with Rule 7) then due and payable to the Company are paid.

13. BUSINESS

13.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the Company during the last preceding Financial Year) and auditors and the election of Directors.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 13.1(a) shall be special business. "Special business" includes

business of which a notice of motion has been submitted in accordance with Rule 14.

13.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

14. NOTICES OF MOTION

~~A Branch Voting Members with at least 5% of the votes that may be cast at a General Meeting.~~ may submit a notice of motion. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Chief Executive Officer ~~and copied to each of the other Branches~~ not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

Commented [L&R2]: Amended to mirror the minimum requirements under the Corporations Act - ie only voting members collectively holding at least 5% of the votes may lodge a notice of motion with the company.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Company and, where, but for this Rule more than 18 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

15.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing from ~~any two or more Branches~~ Voting Members with at least 5% of the votes that may be cast at a General Meeting, convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Branches Voting Members making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the Branches Voting Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within thirty days after the date on which the requisition is sent to the Company, the Branches Voting Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by Branches Voting 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.

Commented [L&R3]: See comment above - the minimum requirement under the Corporations Act for members requisitioning a meeting is those members collectively holding 5% of the votes.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

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 Company shall be ~~four Branches represented by their Delegates~~ 50 Voting Members present in person or by proxy.

16.2 Chairman to Preside

The Chairman shall, subject to this Constitution, preside as chair at every General Meeting. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

16.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to the same place on the same day and time, one week after that General Meeting. 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.
- (b) The Chairman may, with the consent of any General 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.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 16.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

16.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman; or
- ~~(b) any Delegate at least 5 Voting Members entitled to vote on the resolution; or~~
- ~~(b)(c) Voting Members with at least 5% of the votes that may be cast on the resolution on a poll.~~

16.5 Recording of Determinations

Unless a poll is demanded under Rule 16.4, a declaration by the Chairman 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 the Company shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

16.6 Where Poll Demanded

If a poll is duly demanded under Rule 16.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

Commented [L&R4]: Updated to reflect the position under the Corporations Act.

16.7 Resolutions at General Meetings

- (a) Except where a Special Resolution is required by the Act or this Constitution, all questions at General Meetings shall be determined by an ordinary majority.
- (b) In the case of an equality of votes on a question at a General Meeting, the motion will be deemed lost and the Chairman shall not be entitled to any casting vote.
- (c) Where a Special Resolution is required by the Act or this Constitution, a Special Majority is required for it to be duly passed.

16.8 Minutes

The Chief Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

17. VOTING AT GENERAL MEETINGS

17.1 Votes of Members

Each ~~Branch-Voting Member~~ shall be entitled to one vote at General Meetings ~~and shall exercise that vote through its Delegate on both a show of hands and a poll,~~ which shall be exercised:

- (a) ~~for a Branch, through its Delegate;~~
- (b) ~~for an individual who is a Participating Member, by that individual; or~~
- (c) ~~for a body corporate or unincorporated association who is a Participating Member, a duly nominated representative of that Participating Member.~~

17.2 Election of Elected Directors

~~Elections for Elected Director positions shall be by a 'first past the post' ballot in accordance with this Rule 17.2 at the relevant Annual General Meeting on papers prepared by the CEO as follows:~~

- (a) ~~where the number of nominees received for Elected Director positions and found suitable by the Nominations Committee is equal to or less than the number of Elected Director positions to be filled:~~
 - (i) ~~the nominees will be deemed to be elected, subject to a separate ordinary resolution being passed in favour of each individual nominee; and~~
 - (ii) ~~any remaining positions, including any positions for which an ordinary resolution fails to pass in favour of a nominee, will be deemed a casual vacancy; or~~
- (b) ~~in all other cases, an election of Directors shall be conducted by ballot, with the eligible nominee(s) who receives the highest number of votes to be elected to fill the Elected Director position(s). If two or more nominees receive the same number of votes and at the relevant time there is only one Elected Director position to be filled, then the CEO is to draw the name of one~~

of those nominees by lot. That nominee is to be elected as an Elected Director.

18. PROXY AND ~~POSTAL~~ **ELECTRONIC VOTING**

18.1 Proxy Voting

Proxy voting is permitted at General Meetings in accordance with the provisions of the Act.

18.2 ~~Postal Ballot~~ **Electronic voting**

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Board determines and shall be held in accordance with procedures prescribed by the Board.

~~Should an issue arise between General Meetings which requires a decision or ratification by Branches the Board may call a vote to be made in writing in such manner as it considers appropriate, including by post, facsimile, electronic mail or other form of visible electronic communication. No such decision shall be deemed passed unless approved unanimously by all Branches entitled to vote.~~

19. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Company shall be managed, and the powers of the Company shall be exercised, by the Board.

20. COMPOSITION OF THE BOARD

20.1 Board Composition

- (a) ~~The Board shall comprise not more than eight (8) and not less than seven (7) Directors. There must be not less than four Directors and not more than nine Directors.~~
- (b) ~~Of those Directors~~ Subject to Rule 20.1(a):
- (i) ~~not more than seven (7) and not less than six (6) of them shall be Elected Directors elected or appointed in accordance with Rule 21 or Rule 23.2~~ four Directors are to be elected by the Members (**Elected Directors**); and
- (ii) ~~four Directors are to be appointed under Rule 22; and~~
- (iii) ~~one of them may be an Athlete Appointed Director appointed in accordance with Rule 22a~~ single Director is to hold office under Rule 23.

20.2 **First Directors**

- (a) The Administrators (as defined in Rule 43) will, subject to Rule 43.7(c), appoint up to nine First Directors (as defined in Rule 43), who will take office on the date determined by the Administrators.
- (b) The First Directors will retire in accordance with Rules 20.2(c) and 43.2(a)(ii).
- (c) Subject to this Constitution:

Commented [L&R5]: This clause, combined with the Telecommunications Meeting clause (27) is sufficient to allow both entirely virtual general meetings, and electronic voting at those general meetings.

Commented [L&R6]: This is a standalone transitional clause that, when combined with clause 43, provides for the initial directors appointed by the administrators, and the staggered retirement of those individuals.

Those two clauses work together but independently of all other clauses within the document, meaning the two clauses can be easily deleted once the transitional period expires.

We have proposed a sequence whereby the relevant First Director terms expire immediately following an AGM - this should work well as EA has a standard financial year, meaning the new directors should be appointed early in the 20/21 financial year, meaning if those First Directors appointed for one year retire at the 2021 AGM, they will have held office for around a year (give or take a month or two).

We have also sequenced the retirements as follows:

- End of year 1 - three retirements, with two of those positions becoming Elected Director positions and one becoming an Appointed Director position

- End of year 2 - three retirements, with one of those positions becoming an Elected Director position and two becoming Appointed Director positions

- End of year 3 - three retirements, with one position becoming an Elected Director position, one an Appointed Director position and one the Athlete Director position.

We consider it preferable to have 2 x Elected Director positions available at the end of year one, to give the new voting members increased opportunity to appoint their preferred directors.

This gives an Elected Director retirement stagger (across every three years) of 2, 1, 1.

- (i) at the first AGM of the Company following appointment of the First Directors, three of the First Directors will retire from office and an election will be held to elect two Elected Directors. Those retiring First Directors will, subject to the requirements of this Constitution, be eligible for re-election;
- (ii) at the second AGM of the Company following appointment of the First Directors, three of the First Directors will retire from office and an election will be held to elect one Elected Director. Those retiring First Directors will, subject to the requirements of this Constitution, be eligible for re-election; and
- (iii) at the third AGM of the Company following appointment of the First Directors, the three remaining First Directors will retire from office and an election will be held to elect one Elected Director. Those retiring First Directors will, subject to the requirements of this Constitution, be eligible for re-election.

20.220.3 Chairman

- (a) The Chairman shall be appointed as soon as practicable after each Annual General Meeting from among the Elected Directors. The Chairman shall be appointed by the Board.
- (b) The appointee will hold office for a term expiring at the conclusion of the next Annual General Meeting.

21. ELECTED DIRECTORS

21.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the following qualifications at the time of their nomination:
 - (i) as a mandatory requirement, they must be:
 - (A) current Participating Members and otherwise have no legal impediment, including under this Constitution, to serving as a Director;
 - (B) of high integrity and moral reputation; ~~and~~
 - ~~(C)~~ available to attend Board and committee meetings and be willing to devote the required time to Company activities; and
 - ~~(D)~~ found to be a suitable nominee by the Nominations Committee under Rule 21.2; and
 - (ii) as a non-mandatory preference, they should:
 - (A) have Relevant Skills, and
 - (B) be able to demonstrate recent and first hand experience with Equestrian sport;

Commented [L&R7]: Included to clarify nominees are only eligible for election if found to be suitable by the Nominations Committee.

but so that in no case will a person's failure to satisfy the non-mandatory preference provision disqualify that person from being nominated as, or holding office as, an Elected Director.

- (b) Each Director must at all times while they are a Director be independent which, without limitation means that the person must not:
 - (i) be a director, employee or Delegate of a Branch;
 - (ii) be an employee of the Company;
 - (iii) be the chair of a National Sport/Discipline Committee;
 - (iv) hold any other material office with the Company; or
 - (v) have a material conflict of interest as a result of being a Director.
- (c) No person may serve as ~~an Elected~~ Director if that person has been disqualified from holding office as a Director under this Constitution at any time within the previous three years.
- (d) Each Elected Director must at all times remain a Participating Member.

21.2 ~~The Board~~ Nominations Committee

- (a) A ~~Board~~-Nominations Committee will be formed by the Company.

(b) The Nominations Committee will comprise:

- (i) a chair fully independent of Equestrian sport;
- (ii) one Director;
- (iii) one director of a Branch; and
- (iv) one member of a Discipline Committee,

with each Nominations Committee member appointed by the Board.

- ~~(b)~~(c) The ~~Board~~-Nominations Committee ~~will~~must assess nominations and candidates for all Director vacancies (including Elected Directors made under Rule ~~21.221-224.2~~, Appointed Directors, the Athlete Director and casual vacancies) and provide advice to the Board and for Elected Directors, also the Branches-Voting Members, with respect to:

- (i) the suitability of nominations or candidates for ~~Elected~~ Directors positions, having regard to the skills and attributes of the nominees; and
- (ii) the composition of the Board, having regard to diversity of skills, gender, and skills and backgrounds of Directors.

- (d) The Nominations Committee, by majority vote, has the power to determine that a nominee or candidate is unsuitable for further consideration by the Company, Board or Voting Members (as the case may be) and is therefore ineligible for election or appointment to a Director vacancy.

Commented [L&R8]: Nominations Committee is enshrined in the Constitution, including its composition, but the specific individuals (and how they are chosen) is within the power of the new directors.

Please see new clause 21.2(d), which combined with related changes throughout the document, makes clear the Nominations Committee has to approve a nominee/candidate for all director positions (whether Elected, Appointed, Athlete or filling a casual vacancy).

Commented [L&R9]: See comment above.

~~(e) In the case of an equality of votes on a question under Rule 21.2(d), the chair of the Nominations Committee is entitled to a second, casting vote.~~

~~(e)(f) Subject to this Rule 21.2(a) and (d) Rule 21.2, the composition, complete and specific duties, functions and operating procedures of the Board Nominations Committee shall be set out in a charter to be defined in the Nominations Committee terms of reference as determined by the Board and the Branches.~~

~~(d) The Board Nominations Committee will include at least one person who is not a director or employee of the Company or a Branch and has extensive board, governance and executive experience.~~

21.3 ~~Elections of Elected Directors at Annual General Meetings~~ Nomination for election

(a) The Chief Executive Officer shall call for nominations for Elected Directors from ~~Branches and from Participating~~ Voting Members 60 days before the date of the Annual General Meeting. All ~~Branches-Voting Members~~ shall be notified of the call for nominations.

(b) Nominations for Elected Directors by a ~~Branch or a Participating~~ Voting Member must be:

(i) in writing, signed by the ~~Branch or Participating~~ Voting Member concerned;

(ii) on the form (if any) prescribed for that purpose by the Board; and

(iii) certified by the nominee expressing her or his willingness to accept the position for which he is nominated.

(c) A nomination satisfying the requirements of Rule 21.3(b) will be regarded as valid if received by the Chief Executive Officer at least 35 days prior to the Annual General Meeting;

~~(i) where made by a Participating Member, at least 35 days prior to the Annual General Meeting; or~~

~~(ii) where made by a Branch, at least five (5) days prior to the Annual General Meeting provided that the Branches may by a written determination signed by all them approve a nomination made by a Branch at any lesser time prior to the holding of the ballot.~~

~~(d) The Branches at any time before the holding of a particular ballot and vote may by a written determination signed by all them agree on the manner of holding of the ballot and the voting method at the Annual General Meeting concerned and if they make such a determination, the ballot and voting shall in that particular instance be undertaken in accordance with that determination.~~

~~(e) If the Branches have not made any determination under Rule 21.3(d), the following rules shall apply to ballots and voting:~~

~~(f) regardless of the number of valid nominations received for the Board, whether less than, equal to or greater than the number of vacancies to be filled on the Board, no nominee will be elected or deemed elected unless voted for by the Branches under this Rule;~~

Commented [L&R10]: Clauses no longer required due to the election of Elected Directors being undertaken by the Branches and Participating Members. Refer clause 17.2 for the replacement clause for election of Elected Directors.

- ~~(g) a secret ballot shall be taken at the Annual General Meeting in such usual and proper manner as is determined by the Board and Rule 17 shall apply to voting by a Branch; and~~
- ~~(h) voting shall be conducted by the optional preferential method, the procedure for which will be detailed in By-Laws.~~
- ~~(i) If the voting under Rule 21.3(d) or (e) does not see the minimum number of Elected Directors specified in Rule 20.1(b)(i) achieved, the Board at its first meeting following the Annual General Meeting concerned shall appoint such number of persons as Directors as is required to ensure that the minimum requirement is met, but if the number of Elected Directors is not sufficient to constitute a quorum under Rule 24.4, those Elected Directors may act only for the purpose of exercising this power of appointment.~~
- ~~(j) No person shall be appointed by the Board under Rule 21.3(f) if:~~
- ~~(k) they would not satisfy the requirements, mandatory and non-mandatory, set out in Rule 21.1 had they applied to that person; or~~
- ~~(l) having been validly nominated, they had failed to be elected at the prior Annual General Meeting under Rule 21.3(d) or (e); or~~
- ~~(m) they are otherwise precluded from being a Director under this Constitution;~~
- ~~(n) unless in respect of a prohibition in paragraph (ii) or (iii), the Branches by a written determination signed by all of them have agreed to waive application of that prohibition.~~
- ~~(o) A Director appointed by the Board under Rule 21.3(g) shall all respects be deemed in an Elected Director and shall for the purposes of this Constitution be regarded as having been elected at the prior election held under Rule 21.3(d) or (e).~~

~~Nothing in this Rule 21.3 is intended to limit the right of the Branches under the Act to remove and replace Directors.~~

21.4 Term of Appointment

- ~~(a) Subject to Rules 21.5(c), 21.6 and 24.1, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.~~
- ~~(b) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.~~

21.5 Elected Director elected at Annual General Meeting

- ~~(a) At an Annual General Meeting:~~
 - ~~(i) at which an Elected Director retires; or~~

(ii) at the commencement of which there is a vacancy in the office of an Elected Director.

there will be a vote of the Voting Members conducted in accordance with Rule 17.2 to fill the vacancy by electing someone to that office.

(b) An Elected Director elected under Rule 21.5(a)(i) is elected for a term as provided in Rule 21.4(a).

(c) An Elected Director elected under Rule 21.5(a)(ii) is elected for the remainder of the term of office for the position that they are filling.

21.521.6 Maximum consecutive years in office for Directors

(a) A person who has served as an ~~Elected Director or both as an Athlete Appointed Director and an Elected Director~~ for a period of three consecutive full three year terms or nine years in total shall not be eligible for election or appointment as a Director in any capacity for a period of three years after the expiry of that period. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this Rule 21.6(a).

(b) For the avoidance of doubt:

(i) ~~Rule 21.6(a)21.6(a)21.4(c)~~ applies to Directors regardless of when they were first elected or appointed; and

(ii) once a previously ineligible person ceases to be ineligible under Rule ~~21.6(a)21.6(a)21.4(c)~~, that Rule shall not again apply in respect of any period that counted towards that former ineligibility.

22. APPOINTED DIRECTORS

(a) In addition to the Elected Directors, the Board may, subject to Rule 21.2, itself appoint up to four persons to be Appointed Directors. These persons will be known as the "Appointed Directors".

(b) Subject to Rules 21.6(a) and 24.1, an Appointed Director holds office for a term determined by the Board not to exceed three years and the appointment will be on such other terms as the Board determines.

(c) A person may only serve two consecutive terms as an Appointed Director but, subject to the other requirements of this Constitution, in particular Rule 21.6(a), is otherwise eligible to be elected to an Elected Director position. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this Rule 22(c).

(d) Subject to this Constitution, including Rule 21.2, the Board may at any time appoint a person to fill a casual vacancy (as defined in Rule 24.1) in the rank of the Appointed Directors on whatever terms the Board decides.

22.23. THE ATHLETE APPOINTED-DIRECTOR

22.423.1 Appointment of the Athlete ~~Appointed~~ Director

In order to give effect to Rule ~~20.1(b)(iii)20.4(b)(ii)~~, the ~~Elected Directors~~Board may, subject to Rule 21.2, appoint an Athlete ~~Appointed~~ Director.

Commented [L&R11]: Clause included to provide for the four Appointed Directors that will sit on the board once the transitional period is completed.

Commented [L&R12]: Only minor changes are required to reflect the proposal for there to be a director position for an athlete.

22.223.2 Qualifications for the Athlete ~~Appointed~~ Director

- (a) The Athlete ~~Appointed~~ Director must:
 - (i) satisfy the requirements set out in Rule 21.1(a)(i), (b), (c) and (d) as if they had applied to that person; and
 - (ii) satisfy the requirements in the By-Laws (if any) relating to Athlete ~~Appointed~~ Directors.
- (b) To give effect to Rule ~~23.2(a)~~~~23.2(a)~~~~22.2(a)~~ and notwithstanding Rule ~~33.1(a)~~~~33.1(a)~~~~31.4(a)~~, the Board shall ensure that By-Laws are at all times in place which identify the Participating Members who may be Athlete ~~Appointed~~ Directors and addressing the procedures by which they may be appointed to the Board under Rule ~~23.123.122.1~~.

22.323.3 Term of Appointment of the Athlete ~~Appointed~~ Director

- ~~(a)~~ An Athlete ~~Appointed~~ Director shall be appointed for a term of three years.
- ~~(b)~~ A person may only serve two consecutive terms as the Athlete Director but, subject to the other requirements of this Constitution, in particular Rule 21.6(a), is otherwise eligible to be elected to an Elected Director position. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this Rule 23.3(b).
- ~~(a)(c)~~ Subject to this Constitution, including Rule 21.2, the Board may at any time appoint a person to fill a casual vacancy (as defined in Rule 24.1) in the rank of the Athlete Director on whatever terms the Board decides.
- ~~(b)~~ A person who has served as an Athlete Appointed Director for a period of three consecutive full three-year terms or nine years in total shall not be eligible for election or appointment as a Director in any capacity for a period of three years after the expiry of that period.
- ~~(c)~~ The Elected Directors may at any time and without ascribing any reason therefore, terminate the appointment of the Athlete Appointed Director but must immediately appoint another duly qualified person to be that person's replacement.

23.24. VACANCIES OF DIRECTORS

23.124.1 Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of any other provision of this Constitution, the office of a Director will automatically become vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- (c) 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;
- (d) resigns her or his office in writing to the Company;

~~(e)~~(e) fails to receive an Ordinary Majority in accordance with Rule 17.2(a)(ii);

~~(e)~~(f) is removed from office in accordance with the Act; or

~~(f)~~(g) is otherwise be prohibited from being a director or is disqualified from holding office as a director of:

- (i) the Company under this Constitution; or
- (ii) a corporation under the Act.

23.224.2 **Casual Vacancies**

(a) ~~Subject to Rule 21.2, t~~The Board may at any time appoint a person to fill a casual vacancy among ~~Elected the~~ Directors.

(b) No person shall be appointed under Rule ~~24.2(a)24.2(a)23.2(a)~~:

(i) if that person is otherwise precluded from being a Director under this Constitution;

~~(ii)~~ ~~if that person is deemed unsuitable by the Nominations Committee under Rule 21.2(d)~~:

~~(ii)~~(iii) if that person would not otherwise satisfy all of the qualifications, including mandatory requirements and non-mandatory preferences and requirements set out in Rule 21.1(a) had they applied to that person; and

~~(iii)~~(iv) unless that person is regarded by the Board as delivering to the Board:

- (A) skills and experiences which are likely to complement the skills and experiences of the existing Board; and
- (B) some balance in profile of the existing Directors having regard to gender, age and/or the Branches of which they are members.

(c) Without limiting Rule ~~24.2(b)24.2(b)23.2(b)~~, no person who was nominated for election under Rule ~~21.2(d)21.2(d)21.2(e)~~ but then failed to be elected under Rule ~~17.221.2(d) or (e)~~ shall be appointed under Rule ~~24.2(a)24.2(a)23.2(a)~~ within one year of the vote concerned ~~unless the Board has first received a written determination signed by an Ordinary Majority of the Branches approving that appointment.~~

(d) A person appointed under Rule ~~24.2(a)24.2(a)23.2(a)~~ shall:

- (i) hold office for the remainder of the original Director's term; and
- (ii) in all respects be deemed ~~an Elected a~~ Director.

23.324.3 **Remaining Directors May Act**

Notwithstanding any casual vacancy or vacancies in the office of ~~an Elected a~~ Director, the remaining Directors may act, but if as a result of such casual vacancy or vacancies the number of remaining ~~Elected~~ Directors is not sufficient to constitute a quorum at a meeting of the Board, those remaining Directors may act only for the

Commented [L&R13]: Included to clarify candidates to fill a casual vacancy on the board are only eligible for appointment if found to be suitable by the Nominations Committee.

purpose of appointing ~~Elected~~ Directors under Rule ~~24.2(a)24.2(a)23.2(a)~~ to fill such casual vacancy or vacancies.

24.25. MEETINGS OF THE BOARD

24.125.1 Board to Meet

The Board shall meet bi-monthly and more frequently as is deemed necessary for the dispatch of business, and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of the Chairman or of any two ~~Elected~~ Directors, convene a meeting of the Board within 14 days of receiving the requisition.

24.225.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. The Chairman shall have a deliberative vote but not a casting vote.

24.325.3 Resolutions not in Meeting

(a) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by the majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

~~(a)(b)~~ Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

~~(b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the same place, provided that:~~

- ~~(i) 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;~~
- ~~(ii) 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;~~
- ~~(iii) in the event that a failure in communications prevents condition (i) 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 Rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;~~
- ~~(iv) 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 principal offices of the Company.~~

Commented [L&R14]: Virtual board meetings now covered by the 'Telecommunication Meeting' clause (27).

24.425.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under Rule ~~25.325.324.3~~) is required to constitute a quorum is four (4) ~~Elected~~ Directors.

24.525.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days' written notice of the meeting of the Board shall be given to each Director by the Chief Executive Officer. The agenda shall be forwarded to each Director not less than three days prior to such meeting.

24.625.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

24.725.7 Chairman

The Chairman appointed under Rule 20.2 shall preside at every meeting of the Board. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

25.26. CONFLICTS

25.126.1 Directors' Interests

A Director shall cease to be a Director should that Director:

- (a) hold any place of profit or position of paid employment in the Company or in any Branch or in any company or incorporated association in which the Company is a majority shareholder;
- (b) hold any official position with another organisation which provides an actual or perceived conflict of interest; or
- (c) fail to declare an interest when and as required to do so by Rules ~~26.226.225.2~~, ~~26.326.325.3~~ or ~~26.426.425.4~~.

25.226.2 Conflict of Interest

- (a) A Director and the Chief Executive Officer shall declare to the Chairman, and the Chairman shall disclose to the Chief Executive Officer, that person's interest in any:
 - (i) contract or proposed contract with the Company;
 - (ii) selection matter;
 - (iii) disciplinary matter; or
 - (iv) other financial matter, including financial support or application of funds to Equestrian sport by way of loan, gift, grant or underwrite.

- (b) A Director, including the Chairman, shall not be considered interested in any matter by the fact alone that the Director is involved in Equestrian sport as a competitor, an official, an administrator, a volunteer, a sponsor or as a horse owner or by fact that a member of that Director's family is so involved.
- (c) The Chief Executive Officer shall not be considered interested in any matter by the fact alone of that person's employment as the Chief Executive Officer or that person's involvement in Equestrian sport as a competitor, an official, an administrator, a volunteer, a sponsor or as a horse owner or by fact that a member of the Chief Executive Officer's family is so involved.

25.326.3 Specific Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director to the Chairman at the first meeting of the Board at which he attends at which the contract or other matter is first taken into consideration if the interest then exists and he is then aware of that interest.
- (b) If a Director becomes interested in a contract or other matter after it is made or entered into or first becomes aware of that interest after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

25.426.4 General Disclosure of Interest

A general disclosure of an interest in:

- (a) any firm or company prior to the Company entering into contract with that firm or company; and
- (b) Equestrian sport as a competitor, an official, an administrator, a volunteer, a sponsor or as a horse owner or that any member of that director's family is so involved,

together with reasonable details of that interest and made by the discloser to the party to whom that it is to make disclosure under Rule ~~26.226.225.2~~ shall relieve that discloser from making a special disclosure relating to any particular transaction with that firm or company or in respect of that interest in Equestrian sport under Rule ~~26.226.225.2~~.

25.526.5 Recording Disclosures

The Chairman shall ensure that:

- (a) the minutes record any declaration made or any general notice given in accordance with Rule ~~26.326.325.3~~ and ~~26.426.425.4~~;
- (b) a registry of disclosed interests is maintained and kept current, including the date of disclosure, whether the disclosure was made under Rule ~~26.326.325.3~~ or Rule ~~26.426.425.4~~ and the details so disclosed as is available to be reviewed and referred to at each meeting of the Board;
- (c) having regard to the disclosed interests recorded in the registry, the Chief Executive Officer shall advise the Board when a conflict of interest, including that of the Chief Executive Officer, does or could reasonably be expected to arise in respect to any matter or dealing before the Board; and

- (d) notwithstanding the disclosure of an interest in accordance with Rule ~~26.326.325.3~~ or Rule ~~26.426.425.4~~, the Director, the Chairman or the Chief Executive Officer concerned may declare that a conflict of interest exists and if that person fails to do so, they shall answer any questions reasonably asked by any other Director about that interest in order to determine whether a conflict exists.

25.626.6 Consequence of Disclosure

- (a) Where a Director, the Chairman or the Chief Executive Officer voluntarily declares a conflict of interest or has failed to do so but the Board has determined that a conflict of interest exists under Rule ~~26.6(b)26.6(b)25.6(b)~~, the discloser shall absent herself or himself from all discussions of the matter concerned and if applicable, shall not vote in respect of that matter and shall not be counted in determining whether a quorum exists for the making of any determination on the matter.
- (b) Where the Board is considering whether an interest as disclosed by a Director, the Chairman or the Chief Executive Officer in the context of a particular matter before the Board constitutes or could be reasonably expected to constitute a conflict of interest, the discloser shall absent herself or himself from discussions of whether there is such a conflict of interest and shall not be entitled to vote in respect of whether there is such a conflict of interest and shall not be counted in determining whether a quorum exists for the making of any determination on the conflict of interest
- (c) Until the Board makes determination on a conflict of interest under Rule ~~26.6(b)26.6(b)25.6(b)~~, the matter to which the interest applies shall be not be addressed.

27. TELECOMMUNICATION MEETINGS OF THE COMPANY

27.1 Telecommunication Meeting

- (a) A General Meeting or a Board meeting may be held entirely by means of a Telecommunication Meeting, provided that:
- (i) the number of Voting Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
- (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this Rule 27.

27.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Company:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the

Commented [L&R15]: New clause added to facilitate entirely virtual general meetings, which also captures virtual board meetings.

meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person's presence in the meeting must be visible to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

26.28. CHIEF EXECUTIVE OFFICER

26.128.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer:

- (a) shall not, and may not:
 - (i) be a Director or be regarded as a member of the Board; or
 - (ii) vote at any meeting of the Board;
- (b) shall be entitled to attend and participate in debate at all meetings of the Board, unless the Board otherwise determines;
- (c) shall not be eligible to be appointed or elected to the Board for a period of three (3) years commencing on the date that the person ceases to be an employee of the Company.

26.228.2 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Company.

27.29. DIRECTOR BENEFITS

27.129.1 NO REMUNERATION

- (a) Except as provided in Rule ~~29.1(b)~~~~29.1(b)~~~~27.1(b)~~, Directors are not entitled to be paid remuneration.
- (b) The Board may make payments to the Chairman by way of remuneration for extraordinary services that the Chairman may provide to the Company at the request of the Board in circumstances where:

- (i) that remuneration has already been allocated in the Company's current annual budget; and
- (ii) the Board has received a written determination signed an Ordinary Majority of the Branches approving the payment of that remuneration.

27.229.2 Travel Costs

The Company may pay the Directors' reasonable travelling and other expenses that they properly incur:

- (a) in attending Board meetings; and
- (b) in attending any General Meeting; and
- (c) in connection with the Company's business if that Director's involvement in that business has been undertaken at the request of the Board.

27.329.3 Disclosure in Accounts

The details of all such payments made to or in respect of the Chairman and each of the Directors and the purposes for which such payments were made shall be specifically, and not in aggregate, reported in the annual accounts of the Company.

28.30. SECRETARY

One or more secretaries shall be appointed by the Board for such term, at such remuneration, and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board.

29.31. STRATEGIC FORUM OF ASSOCIATION

29.131.1 Strategic Forum

The Company shall hold a strategic forum of the Company at least once every two years which is to meet to:

- (a) inform the Board and the Branches of significant membership issues;
- (b) assist the Board and the Branches to design or review the organisation's strategic direction;
- (c) discuss nationwide issues;
- (d) provide feedback to the Board and the Branches on the results of its governance decisions in practice at the member level.

29.231.2 Attendees at a Strategic Forum

The following persons shall be invited to attend the strategic forums of the Company:

- (a) up to three representatives from each Branch;
- (b) National committee chairs or representative;
- (c) the Directors; and

- (d) such other persons as:
 - (i) the Board considers should be invited; or
 - (ii) an Ordinary Majority of the Branches by a written determination signed by them approve.

30.32. DELEGATIONS

30.432.1 Board may Delegate Functions to Committees

The Board may by instrument in writing create or establish or appoint from:

- (a) among its own members, committees of the Board to carry out such duties and functions of the Board, and with such powers, as the Board determines; and
- (b) among its own members, the Branches, the Participating Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines in respect of the management and administration of Equestrian sports.

30.232.2 Delegation by Instrument

The Board may in the establishing instrument delegate such duties, functions and powers as are specified in the instrument, other than:

- (a) this power of delegation;
- (b) a duty, function or power greater than the Board itself has; and
- (c) in respect of a committee appointed under Rule ~~32.1(b)~~~~32.1(b)~~~~30.1(b)~~, a function imposed on the Board by the Act or any other law, or this Constitution.

30.332.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation as set out in the establishing instrument.

30.432.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall be as set out in the establishing instrument but otherwise shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule ~~252524~~. For the avoidance of doubt, the quorum of any such shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Any Director may be appointed by the Board as an ex-officio member of any committee appointed under Rule ~~32.1(b)~~~~32.1(b)~~~~30.1(b)~~.
- (c) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.

30.532.5 Delegation may be Conditional

A delegation under this Rule 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.

30.632.6 Revocation of Delegation

The Board at any time may by instrument in writing and without showing cause, revoke wholly or in part any delegation made under this Rule, and may otherwise amend, repeal or veto or not apply or consider itself bound by any decision made by such committee under this Rule and may on giving notice and notwithstanding the terms of such instrument, terminate the operation of any such committee.

31.33. BY-LAWS

31.433.1 Board to Formulate By-Laws

- (a) The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement, management and administration of Equestrian sport as it thinks necessary or desirable.
- (b) No By-law shall have any effect:
 - (i) to the extent that is inconsistent with this Constitution or the rights of the Branches under this Constitution or any Memorandum of Agreement or other agreement between the Company and the Branches;
 - (ii) unless and until notice thereof is given to the Branches under Rule ~~33.433.431.4~~.

31.233.2 By-Laws Binding

Subject to Rule ~~33.1(b)33.1(b)31.1(b)~~, all By-Laws duly made under this Rule shall be binding on the Company, the Branches and the Participating Members.

31.333.3 By-Laws Deemed Applicable

All By-Laws in force as at the date of approval of this Constitution under the Act, insofar as such By-Laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

31.433.4 Notices Binding on Members

- (a) No By-law or any amendment, alteration, interpretation or other change to a By-Laws shall be effective unless and until full notice thereof is given to each of the Branches, but subject thereto shall be binding upon all Participating Members.
- (b) Those notices shall be issued by the Chief Executive Officer and shall be sent to each Branch as provided in Rule ~~373735~~.
- (c) Information shall also be posted on the Company's website drawing the attention of Participating Members to those notices.

31.533.5 Branches-Voting Members may repeal By-laws

The Branches-Voting Members may in General Meeting repeal, amend or alter any By-law made or deemed made under this Rule and in such an event the Board shall not make any By-law addressing the same subject matter of such repeal, amendment or alteration prior to the next Annual General Meeting of the Company without first obtaining the approval of all of the Branches.

32.34. APPLICATION OF INCOME

32.134.1 Income and Property Applied to Objects

- (a) The income and property of the Company shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered and not otherwise precluded by or governed by this Constitution.

33.35. RECORDS AND ACCOUNTS

33.135.1 Chief Executive Officer

The Chief Executive Officer shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Company and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

33.235.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, including the accounting standards required by the Act, and any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

33.335.3 Company to Retain Records

The Company shall retain such records for at least seven (7) years after the completion of the transactions or operations to which they relate.

33.435.4 Board to Submit Annual Report and Accounts

The Board shall submit to the Annual General Meeting the annual report and accounts of the Company in accordance with the Act.

33.535.5 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Board.

34.36. AUDITOR AND AUDIT COMMITTEE

34.136.1 Auditor

A properly qualified auditor or auditors shall be appointed at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.

34.236.2 Audit Committee

- (a) An audit and risk committee must be formed by the Company whose role must include ensuring there are adequate controls and systems in place to alert management of the Company and the Board to potential risks associated with the operation of the Company (Audit Committee).
- (b) Subject to Rule ~~36.2(c)~~~~36.2(c)~~~~34.2(e)~~, the composition, duties and functions of the Audit Committee shall be determined by the Board.
- (c) The Audit Committees will be comprised of at least one person who is not a Director or employee of the Company or a Branch and who is a Certified Practising Accountant or Chartered Accountant.

35.37. NOTICE

35.137.1 Manner of Notice

- (a) Notices may be given by the Company to any Branch or Participating Member or by a ~~Branch Member~~ to the Company or any other Branch by sending the notice by post, or facsimile transmission or where available, by electronic mail, to that recipient's registered address, facsimile number or electronic mail address and where given to a Branch, marked to the attention of each Branch's chief executive officer or senior manager or to the Company, marked to the attention of the Chief Executive Officer.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.
- (c) 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.
- (d) 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.

35.237.2 Notice of General Meeting

Notice of every General Meeting shall be given to the ~~Branches~~~~Voting Members~~ in the manner authorised under this Constitution.

36.38. COMMON SEAL

36.138.1 Safe Custody of Common Seal

The Chief Executive Officer shall provide for safe custody of the common seal.

36.238.2 Affixing Common Seal

The common seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by such persons as are authorised by the Board.

36.338.3 Director's Interest

A Director may not sign a document to which the seal of the Company is fixed where or in respect of which that Director has a declared conflict of interest.

37-39. ALTERATION OF CONSTITUTION

This Constitution can only be altered by Special Resolution, which does not have any effect unless on the same resolution, a simple majority of Voting Members within at least three separate Branch Territories is also achieved, as determined by calculating the votes for and against the resolution in each separate Branch Territory.

Commented [L&R16]: This clause is all that is necessary to implement a double majority system only for resolutions seeking to change the Constitution.

The resolution must be passed by Special Resolution of Voting Members and also achieve 50%+1 of the votes in at least 3 of the 6 Branch Territories.

38.40. INDEMNITY

38.140.1 Directors to be Indemnified

Every Director and employee of the Company shall be indemnified to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the Company (if any) against any liability incurred by her or him in her or his capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to her or him by the Court.

38.240.2 Company to Indemnify

The Company shall indemnify its Directors and employees to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the Company (if any) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of the Company; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of her or his employment by the Company.

39.41. MEMORANDUM OF UNDERSTANDING (MOU)

39.141.1 MOU

The Company and the Branches may from time to time enter into a formal written MOU, under which they will agree how they can each encourage, conduct, promote and administer Equestrian sport and the Objects throughout Australia. The MOU is an important instrument that defines the relationship between the Company and the Branches in practical terms and describes functional rights and responsibilities of the parties in greater detail.

39.241.2 Compliance with constitutions

Any MOU entered into under Rule ~~41.141.139.1~~ will:

- (a) comply with this Constitution and the constitution of each Branch; and
- (b) be interpreted in accordance with this Constitution.

39.341.3 Inconsistency

Where any inconsistency exists between the provisions of the MOU and this Constitution, this Constitution will prevail.

40.42. WINDING UP

40.142.1 Winding Up of the Company

Subject to this Rule ~~40.42~~, the Company may be wound up in accordance with the provisions of the Act.

40.242.2 Liability of ~~Branches~~Members

The liability of the ~~Branches~~Members as the members of the Company for the purposes of the Act is limited.

40.342.3 Contributions by ~~Branches~~Voting Members

Every ~~Branch~~Voting Member undertakes to contribute to the assets of the Company in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the time at which ~~it~~they 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.

40.442.4 Distribution of Property on Winding Up

If upon winding up or dissolution of the Company 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 ~~Branches~~Members or as all the ~~Branches~~Voting Members determine shall be given or transferred to a national body they recognise as the successor to the Company which has objects similar to the Objects and which 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 the Company by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies shall be determined by the ~~Branches~~Voting Members at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

43. TRANSITIONAL ARRANGEMENTS

43.1 Interpretation

- (a) This Rule 43 applies notwithstanding any other provision in this Constitution.

Commented [L&R17]: This transitional clause has been included to facilitate the appointment of the first directors, the transitional nominations committee and first chair.

By including a single transitional clause at the end of the document, combined with clause 20.2 (which deals with the retirement of the First Directors), it will be easy for EA to delete the redundant clauses once the transitional period expires (at the end of the third AGM following the appointment of the new board).

Please refer to clause 43.7 for the transitional nominations committee.

(b) Where there is any inconsistency between this Rule 43 and any other rule in the Constitution, the provisions in this Rule will prevail to the extent of the inconsistency.

(c) For the purposes of this Rule 43:

(i) "Administrators" mean the joint and several administrators of the Company who are appointed at the time of adoption of this Constitution;

(ii) "First Directors" mean the Directors appointed in accordance with Rule 20.2(a); and

(iii) "First Nominations Committee" means the first Nominations Committee appointed in accordance with Rule 43.7.

43.2 First Directors

(a) Subject to (b), the:

(i) First Directors will hold office for the applicable term specified by the Administrators and retire in accordance with Rule 20.2(c); and

(ii) Administrators will determine which of the First Directors retire at each of the three AGMs referred to in Rule 20.2(c), failing which the First Directors to retire will be determined by lot.

(b) The First Director appointed as the first Chairman under Rule 43.6 will retire as a First Director at the AGM referred to in Rule 20.2(c)(iii).

43.3 Appointed Directors

At the conclusion of the AGM referred to in:

(a) Rule 20.2(c)(i), the first Appointed Director position becomes vacant and may be filled by the Board in accordance with Rule 22;

(b) Rule 20.2(c)(ii), the second and third Appointed Director positions become vacant and may be filled by the Board in accordance with Rule 22; and

(c) Rule 20.2(c)(iii), the fourth Appointed Director position becomes vacant and may be filled by the Board in accordance with Rule 22.

43.4 Athlete Director

At the conclusion of the AGM referred to in Rule 20.2(c)(iii), the Athlete Director position becomes vacant and may be filled by the Board in accordance with Rule 23.

43.5 First Director vacancies

If a First Director position becomes vacant before expiry of the relevant term under Rule 20.2(c), the vacancy may be filled by the Board in accordance with Rule 24.2.

43.6 First Chairman

(a) The Administrators will appoint a first Chairman immediately following the appointment of the First Directors.

(b) The first Chairman will hold office as Chairman until retirement as a First Director in accordance with Rules 20.2(c)(iii) and 43.2(b), following which the Chairman will be appointed under Rule 20.3.

(c) If the first Chairman ceases to be a First Director prior to the end of their term as a First Director, the remaining First Directors will appoint a replacement Chairman from among their number, who shall hold office until the conclusion of the following AGM, after which the Chairman will be appointed under Rule 20.3

43.7 First Nominations Committee

(a) The Administrators will appoint the First Nominations Committee as soon as practicable following adoption of this Constitution.

(b) The First Nominations Committee will comprise four members, whose term as committee members will expire in accordance with Rule 43.7(d)

(c) The First Nominations Committee will provide recommendations to the Administrators regarding the persons to be appointed as the First Directors, and the person to be appointed as the first Chairman.

~~(a)~~(d) Upon the appointment of the First Directors, the term of office of each committee member on the First Nominations Committee will automatically expire, and the Board will appoint future Nominations Committees in accordance with Rule 21.2.

Commented [L&R18]: We have included clause 43.7(e) to make clear that the administrators are entitled to remove the existing directors and appoint new ones, and this power is not fettered by the transitional nominations committee. This mirrors the powers of administrators under the Corporations Act.

The initial nominations committee will be required to provide recommendations; however the administrators ultimately determine the first directors.