

**Constitution for the
MURRAY ADULT RIDERS ASSOCIATION Inc
(JULY 2013)**

Contents

1.	NAME OF THE ASSOCIATION	PAGE 2
2.	OBJECTIVES	PAGE 2
3.	LEGAL STATUS	PAGE 2
4.	INCOME AND PROPERTY OF THE ASSOCIATION	PAGE 2
5.	POWERS OF ASSOCIATION	PAGE 2
6.	MANAGEMENT COMMITTEE – ROLES & RESPONSIBILITES	PAGE 4
7.	MEMBERSHIP	PAGE 8
8.	MEETINGS OF MEMBERSHIP	PAGE 8
9.	NOTICES OF MEETINGS	PAGE 10
10.	FINANCES AND REPORTS	PAGE 10
11.	AMENDMENTS AND DISSOLUTION	PAGE 10
12.	COMMON SEAL OF THE ASSOCIATION	PAGE 11
13.	INDEMNITY	PAGE 11
14.	INSURANCE & LIABILITY	PAGE 11
	PROXY FORM	PAGE 12

1. NAME OF THE ASSOCIATION

The name of the Association is Murray Adult Riders Association Inc.
The shortened name is Murray Adult Riders

2. OBJECTIVES

The Association is a non-profit organisation established for the following public benefit objectives:

2.1 - To promote and encourage horse riding of all disciplines

2.2 - To provide instructional opportunities to all members

2.3 - To assist the governing body with the maintenance of the grounds, buildings and facilities where the club is operational

2.4 - To make rules, regulations and bylaws for management of the Association

2.5 - The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the club, except in good faith in the promotion of those objectives or purposes.

3. LEGAL STATUS

The Association is a body corporate with its own legal identity which is separate from its office-bearers and members. The Association will continue to exist even if the members change.

4. INCOME AND PROPERTY OF THE ASSOCIATION

4.1 Members and office-bearers have no rights in the property or other assets of the Association solely by virtue of their being members or office-bearers.

4.2 The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

5. POWERS OF ASSOCIATION

The Association shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

5.1 To institute or defend any legal or other proceedings and to settle any claims,

5.2 To prudently invest funds of the Association,

5.3 To buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association,

5.4 To donate and transfer the property and assets of the Association to public benefit organisations with similar objectives,

5.5 To borrow and to use the property or assets of the Association as security for borrowing,

5.6 To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper to secure the payment of money to secure the repayment or performance of any debt, liability, contract or guarantee incurred or to be entered into by the Association.

5.7 To subscribe to, become a member of and co-operate with any association, club or organization, whether incorporated or not, whose objects are similar to those of the Association provided that the Association shall not subscribe to or support with any funds any club, association or organization that does not prohibit the distribution of its income to its members to an extent at least as great as that imposed on the Association under the virtue of rule 22

5.8 To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects of the Association.

5.9 To appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

5.10 To remunerate any person or body corporate for services rendered or to be rendered.

5.11 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated to advance the Association's interests.

5.12 To invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit.

5.13 To make gifts or give prized during the normal course of the Association's activities.

5.14 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

6. MANAGEMENT COMMITTEE (ROLES & RESPONSIBILITIES)

6.1 **Powers:** The Management Committee shall manage the affairs of the Association in accordance with the resolutions of members in General Meeting.

6.2 **Number and Portfolios:** A minimum of five members shall serve on the Management Committee bearing the following portfolios: The Management Committee will consist of –

- a. A President
- b. A Vice President
- c. A Secretary
- d. A Treasurer; and
- e. A General Member to attend Committee Meetings

6.3 **Election:** All members of the Management Committee shall be members of the Association. The Management Committee shall be elected by the members of the Association at an Annual General Meeting. A person is not eligible for election to the Management Committee unless -

- a. a member has nominated him or her for election and
- b. he or she has signified their willingness to stand for election,
- c. He or she must be a financial member for twelve (12) months prior to the A.G.M.
- d. have the full agreement of the past Committee Executives; when the President declares all positions on the Committee vacant at the Annual General Meeting

6.4 **Term of office:** At least one-half of the members on the Management Committee, starting with those who have been office the longest since their last appointment, shall retire at every Annual General Meeting. The retirement of members serving for the same period shall be decided by a majority of votes of the members of the Association. No Management Committee member shall serve more than three consecutive years without a minimum ineligibility period of twelve months.

6.5 **Casual Vacancies:** A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the committee member:

- Dies;
- Resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- Is convicted of an offence under the Act;
- Is permanently incapacitated by mental or physical ill-health;
- Is absent from more than
 - (a) Three (3) consecutive Committee meetings; or
 - (b) Three (3) Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person residing at each of those Committee meetings;

6.6 **Co-option:** The Management Committee may co-opt additional non-voting members as it may consider appropriate.

6.7 Resignation, Disqualification and Removal: A Management Committee member may resign from office in writing. A Management Committee member shall be disqualified from office upon termination of membership to the Association and becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds resolution of the remaining Management Committee members, consisting of not less than four.

6.8 Delegation of Powers: The Management Committee may delegate any of its powers or functions to a committee or member(s) of the Association provided that: such delegation and conditions are reflected in the minutes for that meeting, at least one Board member serve on the committee, the Board in advance approves all expenditure incurred by the committee or member, and the Management Committee may revoke the delegation or amend the conditions.

6.9 Procedures at Meetings: The Management Committee may regulate its meetings and proceedings as it finds fit, subject to the following:

- a. The President shall chair all meetings of the Management Committee.
- b. Meetings of the Management Committee may be conducted face-to-face or electronically which would allow Management Committee members to be present and participate through electronic means.
- c. If the President is not present within fifteen minutes of the appointed time of the meeting, the Vice-President shall chair such meeting. In both their absence, the Board members present at the meeting shall elect a President for that meeting.
- d. The President shall convene a meeting of the Management Committee at least quarterly and at the written request of any two members of the Management Committee.
- e. The quorum for a meeting of the Management Committee shall be two-thirds of the serving Management Committee members.
- f. If no quorum is present, the Management Committee may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.
- g. Each Management Committee member present or represented through written proxy shall have one (1) vote.
- h. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.
- i. Proper minutes and attendance records must be kept of all meetings of the Management Committee. The President for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.
- j. A resolution signed by all members of the Management Committee shall be as

valid as if passed at a duly convened meeting of the Management Committee.

k. The Management Committee may appoint employees upon such lawful terms and conditions as it may deem necessary.

6.10 Conflicting Interests: Any actual, potential or perceived conflict of interest on the part of any member of the Management Committee, on a matter pertaining to the Association, must be disclosed in writing to the Management Committee which shall record such conflict of interest in the minutes of the Board meeting. Such member may be requested by the Management Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

6.11 Confidentiality: All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Management Committee, must be treated as confidential and only the actual decisions may be disclosed to the general public.

6.12 Roles and Responsibilities of the Management Committee Positions:

6.12.1 President:

Subject to this rule, the President shall preside at all General Meetings and Committee meetings. In the event of absence from a General Meeting or a Committee Meeting of:

- (a) the President, the Vice President; or
- (b) both the President and the Vice President a committee member elected by the other members present;

shall preside at the General Meeting or Committee Meeting as the case requires.

6.12.2 Secretary:

1. Co-ordinate the correspondence of the association;
2. Keep full and correct minutes of the proceedings of the committee and of the Association;
3. On behalf of the Association -
 - (a) must keep and maintain in an up-to-date condition a register of the members of the association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;
 - (b) keep and maintain in an up-to-date condition the rules of the Association and, upon the request of a member of the Association, shall make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but shall have no right to remove the rules for that purpose;
 - (c) Maintain a record of

- (i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by the rules of the Association, including all offices held by the persons who constitute the Committee of the Association and persons who are authorised to use the common seal of the Association; and
 - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and shall, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but shall have no right to remove the record for that purpose.
4. Have custody of all books, documents, records and registers of the Association, to be kept and maintained by, or in the custody of, the Treasurer; and
 5. Perform such other duties as are imposed by these rules on the Secretary.

6.12.3 Treasurer: The Treasurer shall-

1. Be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and shall issue receipts for those moneys in the name of the Association
2. Pay all moneys referred to in paragraph (1) into such account or accounts of the Association as the Committee may from time to time direct:
3. Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two (2) Committee members being two (2) of President, Secretary and Treasurer:
4. Shall:
 - (a) keep such accounting records as correctly recorded and explain the financial transactions and financial position of the Association:
 - (b) keep its accounting records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time, and
 - (c) keep its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited.
5. Submit to the members at the Annual general Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
6. Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
7. Have custody of all securities, books and documents of a financial nature and accounting records of the Association.
8. Perform such other duties as are imposed by these rules on the Treasurer.

7. MEMBERSHIP

7.1 First and Subsequent Members: The founding Management Committee for the Association shall sign **Schedule A** of this Constitution. The Management Committee may admit natural persons over fourteen years of age [and legal persons] as members to the Association.

7.2 Conditions and Criteria: The Management Committee may determine the conditions and criteria for membership. Applications for membership that do not comply with such conditions and criteria may be refused by the Management Committee.

7.3 Subscriptions of Members of the Association

7.3.1. The members shall at a general meeting determine the amount of the subscription to be paid by each member.

7.3.2. Each member shall pay to the Membership Registrar, annually on or before 1st July or other such date as the Committee from time to time determines, the amount of subscription determined in sub rule (1)

7.3.3. Subject to sub rule (4), a member whose subscription is not paid within ONE (1) month of the relevant date fixed under subclause (2) ceases to be a member on expiry of that period, unless the committee decides otherwise.

7.3.4. A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed under sub rule (2) or within three months thereafter.

7.4 Transfer of Membership: Membership is not transferrable.

7.5 Register of Members: The Secretary must keep a register with the names and addresses of all the members.

7.6 Automatic Termination of Membership: Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.

7.7 Termination by Management Committee: Membership terminates if a member is removed by a resolution of the Management Committee. Provided that the member has been given an opportunity to make written or verbal representations at a meeting of the Management Committee pertaining to the proposed termination, and the Management Committee's decision to terminate membership was confirmed by resolution of two-thirds of the members present at the next General Meeting, otherwise it will lapse.

8. MEETINGS OF MEMBERSHIP

8.1 Annual General Meetings: All Annual General Meetings (AGMs) must be held within FOUR months of the Association's financial year-end, and MUST be held every Calendar Year. At least twenty-one days' written notice must be given to all

members stating the date, time, place and business of the AGM, which business must include:

- a. The President's report,
- b. The presentation of the Association's Annual Financial Statements,
- c. The election of Management Committee members,
- d. Other appropriate matters.

8.2 Special General Meetings: The Management Committee or not less than one-third of the members may call a Special General Meeting of the Association. At least fourteen (14) days' written notice must be given to all members stating the date, time, place and business of the Special General Meeting. If the Board fails to give notice within seven days of the request of one-quarter of the members, such members shall be entitled themselves to give notice of and to convene the meeting.

8.3 Powers of the General Meetings: The members in a properly convened General Meeting of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in General Meeting may review, approve or amend any decision taken by the Management Committee but no such resolution of the Association shall nullify any earlier resolution taken by the Management Committee in accordance with the provisions of this Constitution.

8.4 Procedures at General Meetings: The Members may regulate their meetings and proceedings as it finds fit, subject to the following:

- a. The President shall chair all General Meetings.
- b. General Meetings of the Association may be conducted face-to-face or electronically which would allow members to be present and participate through electronic means.
- c. If the President is not present within fifteen minutes of the appointed time of the meeting, the Vice-President shall chair such meeting. In both their absence, the members present at the General Meeting shall elect a President for that meeting.
- d. The quorum for General Meetings of the Association shall be 5 current members of the members of the Association, in person or by proxy.
- e. If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned to another date, within fourteen days thereafter. Notice, as provided for under the constitution, must be given to all members of the Association of such adjournment.
- f. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, or represented by proxy, shall deem to constitute a quorum for that meeting.
- g. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third the members present, or represented by proxy.

h. Each member present or represented by proxy shall be entitled to one (1) vote.

i. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.

j. Proper minutes and attendance records must be kept of all General Meetings. The President must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary.

9. NOTICES OF MEETINGS

9.1 All notices terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by the members.

9.2 The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.

9.3 A member present in person at any meeting shall be deemed to have received notice of such meeting.

9.4 If posted, notices shall be deemed to have been received seven days after posting.

10. FINANCES AND REPORTS

10.1 **Bank Account:** The Management Committee must open a bank account in the name of the Association with a registered Bank.

10.2 **Signing:** Cheques and other documents requiring signature on behalf of the Association shall be signed by at least two persons authorised by the Management Committee.

10.3 **Financial year-end:** The financial year end of the Association shall be end of June.

10.4 **Financial Report:** The Management Committee must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

11. AMENDMENTS AND DISSOLUTION:

11.1 The rules and objects of the Association can be amended, the name of the Association may be

changed and the Association may be dissolved by Special resolution which is passed by three-fourth (75%) majority of the members present and eligible to vote at a General Meeting.

11.2 At least twenty-one days' notice of the Meeting subject to rule 9 stating the nature of the Special resolution to be proposed must be given to all the members of the Association.

11.3 If upon the winding up or dissolution of the Association, there remains after satisfaction of all its debt and liabilities any property whatsoever, the same must not be paid to or distributed amongst the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

12. COMMON SEAL OF THE ASSOCIATION

12.1. The Association must have a common seal on which its corporate name appears in legible characters.

12.2 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

12.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

12.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

13. INDEMNITY

12.1 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.

12.2 Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

14. INSURANCE & LIABILITY

The club shall maintain a Public Risk Insurance policy to indemnify against legal liability of the club to an amount as determined by the Management Committee. Neither the Association nor its members nor any person acting on its behalf shall be held responsible for any accident, damage, injury or loss at gymkhanas, meetings, rallies or other events to spectators, horses, persons or property.

MURRAY ADULT RIDERS ASSOCIATION Inc

APPOINTMENT OF PROXY

I,
(Insert MEMBER'S name)

Of.....
.....
(Insert MEMBER'S Address)

Being a member of the Murray Adult Riders Association Inc.

APPOINT

.....
(Insert PROXY'S name)

Who also is a member of the Association, as my proxy. My Proxy is authorised to vote on my behalf: (Tick ONLY ONE of the following)

At the general meeting/s (and any adjournments of the meeting/s on)
.....
(Insert relevant date)

OR

In relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....

(Insert resolution Nos, brief description or Nominee's name/s)

SIGNATURE: DATE:

(of member appointing Proxy)