



THE ADULT RIDING CLUBS ASSOCIATION  
OF W.A. INCORPORATED

## **CONSTITUTION**

**2018**

# THE ADULT RIDING CLUBS ASSOCIATION OF W.A. INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the body shall be THE ADULT RIDING CLUBS ASSOCIATION OF WA INCORPORATED

### 2. INTEPRETATIONS

The words mentioned in the Constitution shall bear the meanings set out opposite each unless repugnant to context.

CHALLENGES	An inter-club competition open to Members only and hosted by a Member under the rules and guidelines established by the Association
MEMBERSHIP FEE	The annual cost of subscription and membership to the Association
ASSOCIATION	The Adult Riding Clubs Association of WA Incorporated, also referred to as ARCA WA
AUTHORISED OFFICER	Delegate appointed by the Committee to perform given duties provided those duties are not the legal responsibility of the Secretary or Treasurer of the Association
COMMITTEE	An elected Committee of the Association consisting of Executive and General Committee members
MEMBER	A riding Club for riders of 18 years and older which has been granted membership of the Association and has paid the annual membership fee
REPRESENTATIVE	Delegate of a Member elected to represent that Member throughout the Year. Representatives must be current financial subscribers/members of the Club they represent and hold a committee position within that Club
SUB COMMITTEE	Group of interested Representatives formed with the approval of the Committee to oversee and advise on matters related to Association disciplines or activities
YEAR	The Association's financial year shall run 1 <sup>st</sup> January to 31 <sup>st</sup> December

### 3. OBJECTIVES OF THE ASSOCIATION

- 3.1 a) To promote and encourage riding as a sport and recreational activity among adult riders and improve the standard of riding and horsemanship
- b) To co-ordinate the activities of Members throughout the Year and to make relevant information available to all Members

- c) To delegate the running of 3 separate Challenges each Year to 3 separate Members. To provide ribbons and a cash contribution for these events and assist with the supply of information and event rules and guidelines
- d) To establish an agreed set of rules and guidelines for various event types to be followed by all Members when holding Challenges and ARCAWA only competitions. Such rules and guidelines, and any rules for the day-to-day administration of the Association, do not form a part of this constitution and may be made, varied or repealed by the Committee or Representatives as and when required
- e) To assist, promote and advise on the formation of new Adult Riding Clubs throughout the state of Western Australia
- f) To establish a strong voice to promote the requirements and ideals of the adult riding clubs in WA.

**3.2** The property and income of the Association shall be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to the Members, Committee or Representatives of the Association, except in good faith in the promotion of those objectives or purposes.

#### **4. MEMBERSHIP**

- a) Membership to consist of Adult Riding Clubs currently operating within the state of Western Australia. All applications for membership to be approved by the current Committee.
- b) The Committee may grant or decline any application for membership without stating a reason.
- c) Any Member which fails to observe the rules of conduct laid down by the Association can be removed from Membership subject to the terms of Rule 4.3
- d) Any Member which is expelled from the Association or which shall for any other reason whatsoever cease to be a Member shall have no claim to or interest in the property or funds of the Association.

##### **4.1 Register of Members**

The secretary shall on behalf of the Association keep and maintain the register of Members in accordance with section 53 of the Act and that the register shall be so kept and maintained at his or her place of residence.

##### **4.2 Resignation of Members of the Association**

- a) A Member which delivers notice in writing of its resignation from the Association to the Secretary or to another Executive Committee Member ceases on that delivery to be a Member
- b) A Club which ceases to be a Member under sub rule 4.2 (a) remains liable to pay to the Association the amount of any subscription due and payable by that Club to the Association but unpaid at the date of cessation.

#### **4.3 Expulsion of Members of Association**

- a) If the Committee considers that a Member should be expelled from Membership of the Association because of conduct detrimental to the interests of the Association, the Committee shall give to the Member written notice not less than 30 days
  - i) Notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of the expulsion will be decided, and
  - ii) Particulars of that conduct.
- b) At the Committee Meeting referred to in a notice communicated under sub rule 4.3(a), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard or to make representations in writing to the Committee, expel or decline to expel that Member from membership of the Association and shall forthwith, after deciding whether or not so to expel that member, communicate that decision in writing to that Member.
- c) Subject to sub rule 4.3 (d), a Member which is expelled under sub rule 4.3 (b) from Membership of the Association ceases to be a member fourteen (14) days after the day on which the decision so to expel them is communicated to them under sub rule 4.3 (b)
- d) A Member which is expelled from membership of the Association under sub rule 4.3 (b) shall, if it wishes to appeal against the expulsion, give notice to the Secretary of its intention to do so within the period of fourteen (14) days referred to in sub rule 4.3 (c)
- e) When notice is given under sub rule 4.3 (c) –
  - i) The Association in a general meeting may, after having afforded the Member which gave that notice a reasonable opportunity to be heard by or to make representation in writing to the Association in the general meeting, confirm or set aside the decision of the Committee to expel that Member, and
  - ii) The Member which gave that notice does not cease to be a Member unless and until the decision of the Committee to expel them is confirmed under this sub rule.

#### **5. MEMBERSHIP AND FEES**

- a) The amount and due date of the next year's Membership Fee shall be determined at the Annual General Meeting
- b) Membership Fees shall not be increased in any one year by more than fifty per cent of the fee payable in the previous year.
- c) Members that fail to pay the Membership Fee by the due date shall not be permitted to participate in Challenges until such time as the Fee is paid in full. Members may not participate in events held by other Members, where such events are for the inclusion of the Association's Members only

#### **6. EXECUTIVE COMMITTEE – Office Bearers**

The office bearers of the Association, who shall constitute the Executive Committee, shall be:

- (a) President

(b) Vice President

(c) Secretary

(d) Treasurer

- Position (b) may be combined with roles (c) or (d) if necessary

### **General Committee**

The General Committee shall consist of a minimum of 2 and maximum of 8 Representatives elected at the AGM or appointed by the Executive Committee during the year.

## **7. REPRESENTATIVES**

Each Member may nominate up to two (2) Representatives to represent the Member throughout the Year and attend Representative meetings as required. Committee Members shall be elected from the valid Representatives. Representatives must hold a committee position within their own Club

## **8. FINANCIAL REPORTING**

The Association must ensure that the current accounting practices are adequate and meet the requirements of the Association Incorporations Act 2015.

## **9. ELECTIONS AND TERMS OF OFFICE OF COMMITTEE MEMBERS**

- a) All Committee Members shall retire at the Annual General Meeting, but shall be eligible for re-election for the coming Year if they remain valid Representatives
- b) Should there be more nominations than there are vacancies, a secret ballot, by the simple majority method, shall be undertaken to decide who shall take office.
- c) Should there be an equal number of nominations and vacancies, the President shall declare all nominees duly elected.
- d) Should any positions not be filled at the Annual General Meeting, the Committee shall have the power to co-opt a Member to fill the vacancy. Such appointment must be ratified, by the next general meeting of the Association, and carried by a majority vote of the Members present. Should the appointment not be so ratified, nominations shall be called from the floor of the meeting to fill the vacancy and should there be more than one nominee a secret ballot, using the simple majority method, will be employed. Should there be no nomination, then the Committee's nomination will stand.
- e) Nominations shall be taken at the Annual General Meeting
- f) In the event of vacancies occurring in the Committee through any cause whatsoever between the Annual General Meetings, such vacancies may be filled by a person appointed by the Committee.
- g) No more than two (2) persons from one family shall hold office at any one time.
- h) Executive Committee members must meet the requirements of the Association Incorporated Act 2015 relating to undischarged bankrupts and certain criminal records.

## 10. **MANAGEMENT**

The duties of the Office Bearers are as follows:

### **President**

- a) To preside at all meetings or arrange for the Vice President to preside in his/her absence.
- b) To act as spokesperson for the Association as and when required.
- c) To act as joint signatory of the Association banking accounts in conjunction with the Treasurer and Secretary or Vice President, any two of the three to sign.
- d) To enforce the Rules of the Association as laid down from time to time.
- e) To act as the Association's representative to Equestrian Australia and Equestrian Western Australia as and when required.

### **Secretary**

- a) Attend and take minutes of all meetings and to distribute the same to Committee members and Representatives.
- b) Liaise with the President regarding Agendas for meetings and on the Association's activities in general.
- c) Prepare agendas for meetings. Agendas of all meetings to be distributed to all Members one (1) week prior to the meeting.
- d) Handle all inward and outward correspondence.
- e) Maintain a record of the Association's activities throughout the year.
- f) Provide an address to which all mail may be directed and to take responsibility for appropriate action on receipt of mail
- g) To prepare and maintain a membership list of all financial Members of the Association and their Representatives, and to circulate a copy of this list from time to time to all Committee members and Representatives of the Association.
- h) To ensure that the Association's Constitution is kept up to date and to keep the Department of Commerce and Consumer Protection informed of all changes to the Constitution.
- i) To prepare Enrolment Forms as required.
- j) To prepare, in conjunction with other Office Bearers, a list of rules for the Association from time to time, and to circulate these rules to all Representatives.
- k) May act as joint signatory of the Association banking accounts in conjunction with the Treasurer and President, any two of the three to sign.
- l) Unless the Members resolve otherwise at a General Meeting, to have custody of all books, documents, records and registers of the Association including those referred to in paragraph (g).

### **Vice President**

- a) To act as President when the President is unavailable to chair meetings.
- b) To act as deputy to the President as and when directed.
- c) May act as joint signatory of the Association banking accounts in conjunction with the Treasurer and President, any two of the three to sign.

### **Treasurer**

- a) To be responsible for all financial transactions on behalf of the Association.
- b) To maintain a ledger of all income and expenditure.
- c) To collect and maintain a record of membership fees.
- d) To act as joint signatory of the Association banking accounts in conjunction with the President and Secretary, and two of the three to sign.
- e) Unless the Members resolve otherwise at a general meeting, to have custody of all securities, books and documents of a financial nature and accounting records of the Association.

### **General Committee**

General Committee roles shall be determined at the AGM or by the Executive Committee as required

All members of the General Committee shall be delegated a role for the year, with examples of roles being:

- Public Relations
- Event Coordinator/Club Liaison
- Ribbons & Prizes Coordinator
- Trophy Coordinator

### **Casual vacancies on Committee**

A casual vacancy occurs in the Committee and an office becomes vacant if the Committee Member:

- a) Dies
- b) Resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President, and that resignation is accepted by resolution of the Committee
- c) Is convicted of an offence under the Act
- d) Is permanently incapacitated by mental or physical ill-health
- e) Is absent from more than
  - i) 2 consecutive Committee Meetings; or
  - ii) 2 Committee Meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings, of which meetings the Committee Member received notice, and the Committee has resolved to declare the office vacant.
- f) Is the subject of a resolution passed by a general meeting of Representatives terminating his or her appointment as a Committee Member

### **Proceedings of Committee of Management**

- a) The Committee shall meet not less than two times each Year, in addition to Representative meetings, either in person or via electronic communications.
- b) The purpose of a Committee meeting is make decisions on the day to day administration of the Association and to hold preparatory discussions and formulate proposals to submit to the meetings of Representatives for further discussion and ratification.
- c) A quorum of a Committee meeting shall be no less than 4 Committee Members, and must include the President or Vice President.

### **Proceedings of Meetings of Representatives**

- a) The Representatives shall meet not less than two times each Year. The President, or at least half the Committee, may at any time convene a meeting of Representatives.
- b) Each Member has one deliberative vote, i.e. one vote per Club, irrespective of the number of Representatives for each Member.
- c) A question arising at a meeting of Representatives must be decided by a majority of votes, but, if there is no majority, the person presiding at the meeting will have a casting vote in addition to his or her deliberative vote.
- d) At a meeting of Representatives more than half of the Association Representatives constitute a quorum.
- e) Subject to these rules, the procedure and order of business to be followed at a meeting of Representatives must be determined by the Representatives who are present at the meeting.
- f) As required under sections 21 and 22 of the Act, a Representative having any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Members (except if that pecuniary interest exists only by virtue of the fact that the Representative is a member of a class of persons for whose benefit the Association is established), must
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee and
  - (ii) not take part in any deliberations or decisions of the Representatives with respect to that contract.
- g) Sub-rule (f) (i) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Representative is an employee of the Association.
- h) The Secretary must record in the minutes of that meeting every disclosure made under sub-rule (f) (i) by a Representative.
- i) No Representative may represent more than one (1) Member.

### **11. QUORUM**

At a meeting of Representatives more than half of the Association Representatives constitute a quorum.

### **12. MEETINGS**



- 1) The Committee
  - a) may at any time convene a Special General Meeting of the Association,
  - b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 52 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
  - c) must, within 30 days of receiving a request in writing to do so from not fewer than half the Representatives, convene a Special General Meeting for the purpose specified in that request.
- 2) The Representatives making a request referred to in sub-rule (1) (c) must
  - a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - b) sign that request
- 3) If a Special General Meeting is not convened within the relevant period of 30 days referred to in sub-rule (1) (c), the Representatives who made the request concerned may themselves convene a Special General Meeting as if they were the Committee.
- 4) When a Special General Meeting is convened under sub-rule (3), the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 5) Subject to sub-rule (7), the Secretary must give to all Representatives not less than 14 days' notice of a Special General Meeting and that notice must specify
  - a) when and where the general meeting concerned is to be held; and
  - b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted
- 6) Subject to sub-rule (7), the Secretary must give to all Representatives not less than 21 days notice of an Annual General Meeting and that notice must specify
  - a) when and where the Annual General Meeting is to be held;
  - b) the particulars and order in which business is to be transacted, as follows-
    - i) first, the consideration of the accounts and reports of the Committee
    - ii) second, the election of Committee members to replace outgoing Committee members; and
    - iii) third, any other business requiring consideration by the Association at the general meeting.
- 7) A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Representatives not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 8) The Secretary must give a notice under sub-rule (5), (6) or (7) by
  - a) serving it on Representatives personally; or
  - b) notifying Representatives by email; and
  - c) publishing the details on relevant social media sites

- 9) When a notice is sent to Representatives as specified under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and emailed to the Members concerned with a Read Receipt Request
- 10) Committee Members or Representatives who live remotely are able to attend meetings through electronic means if necessary

**13. ANNUAL GENERAL MEETING**

The Committee must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner. The Association Year shall run from 1 January to 31 December each year.

**14. VOTING**

- a) Each Member may have up to two Member Representatives but shall be deemed to have just **one (1)** vote. In the event of equal voting, the President is deemed to have a casting vote.
- b) Only financial Members shall be entitled to vote and their Representative must be a financial member of their club. Proxy forms must be lodged with the Secretary prior to the commencement of the meeting. The procedure for appointing a proxy shall be determined from time to time by the Committee.
- c) Special resolutions, including those relating to amendments to the Constitution of the Association, shall not be passed unless three quarters of the Representatives voting at the meeting, whether in person or by proxy, vote in favour of the resolution.
- d) Other resolutions are to be determined by a majority vote of the Representatives present.

**15. ALTERATION TO CONSTITUTION**

- a) No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting or Special General Meeting called for that purpose, and notice of all motions to alter, repeal or add to the constitution shall be given to Members fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a Special General Meeting called for such purpose.
- b) The Secretary shall forward notices of motion to each of the Representatives at least fourteen (14) days prior to the Annual General Meeting or Special General Meeting.
- c) The Association may alter or rescind these rules, or make rules additional to these rules in accordance with the procedure set out in 17, 18, and 19 of the Act.
- d) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

**16. AFFILIATION**

The Association may co-operate with, become a member of, or affiliate to any body or bodies having objectives similar in whole or part to its own objectives, provided that a majority of the Members is in favour of such affiliation.

**17. DISSOLUTION OF THE ASSOCIATION**

The Association may be dissolved or wound up by a resolution at any general or extraordinary meeting called for such purpose, with the consent of three-fourths (75%) of Members voting at such a meeting.

If, upon the dissolution or winding up of the Association, there remain any funds after the satisfaction of all the debts and liabilities of the Association, and the costs, charges and expenses of that winding up, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other association or institution having objectives similar wholly or in part to the objectives of the Association.

**18. NON PROFIT MAKING**

The Adult Riding Clubs Association of WA operates as a non-profit making association. The income (and any property) of the Association shall be applied solely towards the promotion and administration of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Committee, Representatives or Members, except in good faith in the promotion of those objects.

**19. INSPECTION OF RECORDS, ETC OF ASSOCIATION**

A Member may, at any reasonable time, inspect without charge the books, documents, records and securities of the Association.

**20. POWERS**

The Committee may purchase, take on lease or in exchange or on hire or otherwise acquire, hold mortgage, lease or dispose of any real or personal property either solely or in partnership and shall enjoy such rights, power and privileges and do all such things as may be necessary or expedient for those purposes.

**21. GENERAL**

Neither the Association or its Members or Representatives acting on behalf of such Association or Members shall be held responsible for any accident, damage, injury or loss whilst representing the Association or the Members at any event.