

# Constitution

## Galston Equestrian Club Inc (GEC)



GALSTON EQUESTRIAN CLUB

*Under the Associations Incorporation Act 2009 and Associations Incorporation Regulation (2022) NSW*

Rev October 2022

## ***Definitions***

In this Constitution

***Club*** means Galston Equestrian Club, also referred to as "***GEC***".

***Ordinary Committee member*** means a member of the Committee who is not an office-bearer of the Club.

***Secretary*** means the person holding office under this Constitution as Secretary of the Club.

***Public Officer*** means the person holding office under this Constitution as Public Officer of the Club.

***Executive*** means a group comprising the four office-bearers of the Club.

***Special General Meeting*** means a general meeting of the Club other than an annual general meeting.

***Code of Conduct*** means the Club rules which govern behaviour of Club members.

***The Act*** means the *Associations Incorporation Act 2009*

***The Regulation*** means the *Associations Incorporation Regulation (2022)*

# Contents

## Part 1 - Objectives

1 Objectives.....	4
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## Part 2 - Membership

2 Membership Generally.....	4
3 Application for GEC Membership.....	4
4 Cessation of Membership .....	5
5 Membership Entitlements not Transferable.....	5
6 Resignation of Membership .....	6
7 Register of Members .....	6
8 Membership Fees .....	6
9 Members' Liabilities .....	6
10 Resolution of Disputes .....	6
11 Disciplining of Members.....	7
12 Right of Appeal of Disciplined Member .....	7

## Part 3 - Committee

13 Powers of the Committee .....	9
14 Composition and Membership of Committee .....	9
15 Election of Committee Members .....	9
16 Office Bearers .....	10
17 Other Committee Positions.....	10
18 Casual Vacancies .....	11
19 Removal of Committee Members .....	11
20 Committee Meetings and Quorum .....	12
21 Delegation by Committee to Sub-Committee.....	13
22 Voting and Decisions .....	13
23 Transaction of business outside meetings or by telephone or other means.....	13

## Part 4 - General meetings

24 Holding of Annual General Meetings.....	15
25 Annual General Meetings - Procedure.....	15
26 Calling of Special General Meetings.....	15
27 Notice .....	16
28 Quorum for General Meetings.....	16
29 Presiding Member.....	16
30 Adjournment .....	17
31 Making of Decisions .....	17
32 Special Resolutions.....	17
33 Voting .....	17
34 Proxy Votes.....	18
35 Transaction of business outside meetings or by telephone or other means.....	18
36 Postal and Electronic Ballots .....	18

## Part 5 - Miscellaneous

37 Insurance .....	19
38 Source of Funds.....	19
39 Management of Funds .....	19
40 Change of Constitution.....	19
41 Custody of Books.....	19
42 Inspection of Books .....	19
43 Service of Notices.....	20
44 Financial Year.....	20
45 Winding Up .....	20

## ***Part 1 - Objectives***

### ***1. Objectives***

- 1.1 The objectives of the Club are
- (a) to encourage participation in enjoyable, safe, competitive and non-competitive horse riding, ownership and other equine related social or educational pursuits, and
  - (b) to promote opportunities for the acquisition of skills and information relating to all equestrian matters and pursuits.

## ***Part 2 - Membership***

### ***2. Membership Generally***

- 2.1 A person is eligible to become a member of the Club if
- (a) the person is a natural person, and
  - (b) the person has been approved for membership of the Club in accordance with Clause 3.
- 2.2 **Full Membership** is open to adults aged 18 and over. Full membership entitles the member to
- (a) receive all communications from the Club and Committee;
  - (b) attend and vote at members' meetings;
  - (c) stand for and serve in any Committee position;
  - (d) ride at all Club activity days subject to fulfilling entry requirements, and
  - (e) benefit from any membership discounts applicable.
- 2.3 **Associate Membership** is open to people over 10 years and under 18 years of age who have provided the Club with the consent of a parent or guardian in the form required by the Committee, as specified on the membership application form. Associate membership entitles the member to
- (a) receive notice of and attend all Club meetings;
  - (b) ride at all Club activity days subject to fulfilling entry requirements, and being accompanied and supervised by a parent or guardian, and
  - (c) benefit from any membership discounts applicable.
- Associate Members are not entitled to vote at any Club meeting or hold any Committee office, and are not to be included in any count for determining whether a quorum exists for any Club meeting under Clause 28.

### ***3. Application for GEC Membership***

- 3.1 A person may apply for Full or Associate membership in such manner as the Club determines from time to time. In applying for membership a person accepts that

members shall at all times during any GEC event or associated activity have regard to the Constitution and Code of Conduct and shall not act contrary to their provisions.

- 3.2 Where the Club receives a membership application, all additional documentation required by the Club from time to time (including a Waiver and Consent of a Parent or Guardian) together with the annual membership fee payable under Clause 8, the Membership Secretary shall, as soon as practicable, enter the applicant's name in the register of members.
- 3.3 An applicant becomes a Club member when his or her name is entered in the register, or at such earlier time as the Club may approve for the purpose of Club events.
- 3.4 Notwithstanding Sub-Clauses 3.2 and 3.3:
  - (a) the Secretary may refuse to enter an applicant's name in the register if he or she is satisfied that the applicant does not satisfy Clause 2.1, 2.2 or 2.3 of this Constitution; and
  - (b) within 2 months of a membership application being received, the Committee may determine whether to approve or reject the applicant as member.
- 3.5 Where the Club refuses to approve membership
  - (a) the applicant shall be notified in writing,
  - (b) any membership fee paid by the applicant shall be refunded in full, and
  - (c) the person's name shall be removed from the register.
- 3.6 The Club may, by special resolution at any general meeting, following recommendation by the Committee, elect a person to be a life member based on outstanding or exemplary service to the Club. However, not more than one (1) life member may be nominated in any one year.

#### ***4. Cessation of Membership***

- 4.1 A person ceases to be a member of the Club if the person
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the Club, or
  - (d) fails to pay the annual membership fee by the due date or prior to the first riding day of the Club in the current year.

#### ***5. Membership Entitlements not Transferable***

- 5.1 A right, privilege or obligation which a person has by reason of being a member of the Club
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **6. Resignation of Membership**

- 6.1 A member may resign from the Club or Committee at any time by giving written notice to the Secretary, or by giving notice at any meeting of the Club or Committee.
- 6.2 When a person resigns
  - (a) there shall be no refund of any of the annual membership fees paid by that person, and
  - (b) the register shall be amended accordingly.

## **7. Register of Members**

- 7.1 The Membership Secretary shall establish and maintain a register of Club members which contains the name, address and contact details of each member together with such other details as the Club may from time to time determine.

## **8. Membership Fees**

- 8.1 A Club member shall pay an annual membership fee of such amount as the Club determines and sets out on the current membership application form and the fee shall become due and payable
  - (a) when the person makes an application for GEC membership; and
  - (b) in each subsequent year on 1 February or on such other date as the Club determines.
- 8.2 Life members shall be exempt from liability for payment of any membership fees (not including fees associated with any GEC event or associated activity).
- 8.3 Members must be financial to enjoy membership discounts at any GEC event, associated activity or from any business (where applicable) and meet any further conditions of a particular offer.
- 8.4 Applicants for membership after 1 August in any given year will be required to pay a reduced membership fee applicable for the remainder of that membership year, as determined by the Committee.

## **9. Members' Liability**

- 9.1 The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club for that year as required by Clause 8.

## **10. Resolution of Disputes**

- 10.1 A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

- 10.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 10.3 The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

## **11. Disciplining of Members**

- 11.1 A complaint may be made to the Committee by any person that a member of the Club
- (a) has refused or neglected to comply with a provision or provisions of this Constitution, the Code of Conduct or with any resolutions or rules of the Club; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- 11.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the Committee decides to deal with the complaint, the Committee
- (a) must cause notice of the complaint to be served on the member concerned,
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 11.4 The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 11.5 If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Clause 12.
- 11.6 The expulsion or suspension does not take effect
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under Clause 12, whichever is the later.

## **12. Right of Appeal of Disciplined Member**

- 12.1 A member may appeal to the Club in general meeting against a resolution of the Committee under Clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- 12.3 On receipt of a notice from a member under Sub-Clause 12.1, the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- 12.4 At a general meeting of the Club convened under Sub-Clause 12.3
- (a) no business other than the question of the appeal is to be transacted,
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.5 The appeal is to be determined by a simple majority of votes cast by members of the Club.



## ***Part 3 - Committee***

### ***13. Powers of the Committee***

- 13.1 Subject to the Act and this Constitution and to any resolution passed by the Club in general meeting, the Committee
- (a) is to control and manage the affairs of the Club;
  - (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club; and
  - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### ***14. Composition and Membership of Committee***

- 14.1 The Committee is to consist of
- (a) the office-bearers of the Club, and
  - (b) at least 3 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Club under Clause 15.
- 14.2 The total number of Committee members is to be at least 7.
- 14.3 The office-bearers of the Club are as follows:
- (a) the President,
  - (b) the Vice-President,
  - (c) the Treasurer,
  - (d) the Secretary.
- 14.4 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 14.5 A person may not hold a particular office on the Committee for more than 4 consecutive years, but is eligible for election to another office on the Committee at the expiration of that term under the provisions of Clause 15.
- 14.6 If no nomination is received by the annual general meeting for any of the offices described in Clause 14.3, the current office bearer may agree to continue in that office for one additional year, even if he/she has completed a term of four consecutive years, if this is approved by the members at the annual general meeting.

### ***15. Election of Committee Members***

- 15.1 Nominations of candidates for election as office-bearers of the Club or as ordinary Committee members
- (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 At the annual general meeting and immediately prior to the commencement of an election, all existing members of the Committee are to stand down from their respective positions.
- 15.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.4 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 15.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.7 The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 15.8 A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Club must be a financial member of the Club.
- 15.9 A condition of nomination as an office bearer or ordinary Committee member of the Club is that the person does not stand to gain financially from the holding of this position.
- 15.10 A Committee member or former Committee member must not use their position or information obtained as a Committee member with the intention of directly or indirectly gaining advantage for him- or herself or causing detriment to the Club.
- 15.11 Committee members have a duty to carry out their functions for the benefit of the Club, so far as practicable, and with due care and diligence and to act in good faith.

## **16. Office Bearers (“the Executive”)**

- 16.1 It is the duty of the President to represent GEC and to preside at all meetings. In his/her absence, the Vice-President shall act in his/her stead.
- 16.2 It is the duty of the Vice-President to assist the President wherever possible and carry out his/her duties in his/her absence.
- 16.3 It is the duty of the Secretary to keep minutes of
  - (a) all appointments of office-bearers and members of the Committee,
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
  - (c) all proceedings at Committee meetings and general meetings.
- 16.4 It is the duty of the Treasurer of the Club to ensure
  - (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and

- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

16.5 Office bearers must not allow the Club to trade while insolvent.

## **17. Other Committee Positions**

17.1 The Committee may appoint any or all of the following positions to support the work of the Executive, as required:

- (a) Membership Secretary
- (b) Publicity Officer
- (c) Website / Social Media Officer
- (d) Sponsorship Officer
- (e) Volunteer Coordinator
- (f) Ribbons Officer
- (g) Merchandise Officer

17.2 In addition, the Committee may appoint Phase Heads for any disciplines, such as:

- (a) Dressage
- (b) Show Jumping
- (c) Combined Training
- (d) Natural Horsemanship

17.3 All external communications must be reviewed and approved by the Executive, following an agreed process.

## **18. Casual Vacancies**

18.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

18.2 A casual vacancy in the office of a member of the Committee occurs if the member

- (a) dies, or
- (b) ceases to be a member of the Club, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under Clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

### **19. Removal of Committee Members**

- 19.1 The Club in general meeting may by resolution remove any member of the Committee from office before the expiration of the Committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Committee member so removed.
- 19.2 Where a special resolution for the removal of a Committee member is proposed, that member may make oral or written representations to the Club at the meeting. Before the vote on the resolution is taken, the Chairperson at the meeting shall ensure that any written representation is read out or appropriately summarised and outlined at the meeting.

### **20. Committee Meetings and Quorum**

- 20.1 The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- 20.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 20.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under Sub-Clause 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 20.5 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.6 No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another meeting at a date and time to be determined.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.8 At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.
- 20.9 Minutes of proceedings at a Committee meeting must be approved (proposed and seconded) by two members at the next succeeding Committee meeting.

## **21. Delegation by Committee to Sub-Committee**

- 21.1 The Committee may delegate orally or in writing to one or more Sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified, other than
- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 21.2 A function the exercise of which has been delegated to a Sub-Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 21.3 A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified.
- 21.4 Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 21.6 The Committee may, orally or in writing, revoke wholly or in part any delegation under this Clause.
- 21.7 A Sub-Committee may meet and adjourn as it thinks proper.

## **22. Voting and Decisions**

- 22.1 Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- 22.2 Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 22.3 Subject to Clause 20.5, the Committee may act despite any vacancy on the Committee.
- 22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## **23. Transaction of business outside meetings or by telephone or other means**

- 23.1 The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.

- 23.2 If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
- 23.3 The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 23.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
- (a) the approval of a resolution under Sub-Clause (23.2), or
  - (b) a meeting held in accordance with Sub-Clause (23.3).
- 23.5 A resolution approved under Sub-Clause (23.2) must be recorded in the minutes of the meetings of the committee

## ***Part 4 - General meetings***

### ***24. Holding of Annual General Meetings***

- 24.1 The Club must hold its annual general meeting within 6 months after the close of the Club's financial year.

### ***25. Annual General Meetings - Procedure***

- 25.1 The annual general meeting of the Club is, subject to the Act and to Clause 24, to be convened on such date and at such place and time as the Committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year;
  - (c) to elect office-bearers of the Club and ordinary Committee members, and
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 25.3 An annual general meeting must be specified as such in the notice convening it.

### ***26. Calling of Special General Meetings***

- 26.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 26.2 The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Club.
- 26.3 A requisition of members for a special general meeting
- (a) must state the purpose or purposes of the meeting,
  - (b) must be signed by the members making the requisition,
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 26.5 A special general meeting convened by a member or members as referred to in Sub-Clause 26.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

## **27. Notice**

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Sub-Clause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause 25.2.
- 27.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28. Quorum for General Meetings**

- 28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 28.2 Ten members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to another meeting, the date, time and place of which is to be specified by the person presiding at the meeting and communicated by written notice to members before the day to which the meeting is adjourned.

## **29. Presiding Member**

- 29.1 The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of the Club.
- 29.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.



### **30. Adjournment**

- 30.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in Sub-Clauses 29.1 and 29.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **31. Making of Decisions**

- 31.1 A question arising at a general meeting of the Club is to be determined by either
  - (a) a show of hands, or
  - (b) if on the motion of the Chairperson or if 6 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 31.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

### **32. Special Resolutions**

- 32.1 A special resolution may only be passed by the Club in accordance with Section 39 of the Act.

### **33. Voting**

- 33.1 On any question arising at a general meeting of the Club a member has one vote only.
- 33.2 In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.3 A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- 33.4 A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

### **34. Proxy Votes**

- 34.1 Full financial members who attend a general meeting of the Club in person may be given a proxy vote by a maximum of two other full financial members who are not able to attend in person. A full member who is giving a proxy vote to another full member must complete the form attached in Appendix 1 and the form must be brought to the meeting by the member attending.
- 34.2 Alternatively, full financial members unable to attend any meeting to vote on a specific resolution may give their vote to the Secretary of the Club not later than 24 hours prior to the meeting, using the form attached in Appendix 1. This has the effect of giving a proxy vote to the Secretary of the Club for a specific purpose. For the purpose of receiving pre-votes, the Secretary of the Club is not limited to receiving a maximum of two votes.

### **35. Transaction of business outside meetings or by telephone or other means**

- 35.1 The Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club.
- 35.2 If the Club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Club made at a general meeting.
- 35.3 The Club may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- 35.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of:
  - (a) the approval of a resolution under Sub-Clause (35.2), or
  - (b) a meeting held in accordance with Sub-Clause (35.3).
- 35.5 A resolution approved under Sub-Clause (35.2) must be recorded in the minutes of the meetings of the Club.

### **36. Postal and Electronic Ballots**

- 36.1 Postal or electronic ballots can be conducted to determine any issue or proposal as decided by the Committee.
- 36.2 Any postal or electronic ballots must be conducted according to Schedule 2 of the Regulation (Conduct of postal and electronic ballots).

## ***Part 5 - Miscellaneous***

### ***37. Insurance***

- 37.1 The Club may effect and maintain insurance as determined by the Committee.

### ***38. Source of Funds***

- 38.1 The funds of the Club are to be derived from entry fees, annual membership fees, sales of merchandise, canteen sales, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- 38.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.

### ***39. Management of Funds***

- 39.1 The funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines, subject to any resolution passed by the Club in general meeting.
- 39.2 All cheques, electronic payments and other negotiable instruments must be signed or authorised by two office bearers of the Club.

### ***40. Change of Constitution***

- 40.1 The Club Constitution may be altered, rescinded or added to only by a special resolution of the Club.
- 40.2 An application for registration of a change in the Club's Constitution in accordance with Section 10 of the Act is to be made by the Public Officer or Secretary.

### ***41. Custody of Books***

- 41.1 Except as otherwise provided by this Constitution, the Public Officer and/or Secretary must keep in their custody or under their control all records, books and other documents relating to the Club.

### ***42. Inspection of Books***

- 42.1 The following documents must be open for inspection, free of charge, by a member of the Club at any reasonable time:
- (a) records, books and other documents of the Club,
  - (b) this Constitution, and
  - (c) minutes of all Committee meetings and general meetings of the Club.
- 42.2 The Committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
- (a) that relates to confidential, personal, commercial, employment or legal

matters, or

- (b) if the Committee considers it would be prejudicial to the interests of the Club for the member to do so.

### ***43. Service of Notices***

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

### ***44. Financial Year***

- 44.1 The financial year of the Club is 1 November to 31 October.

### ***45. Winding Up***

- 45.1 In the event of the winding up of the Club due to a) voluntary winding up by members, b) voluntary de-registration by members or c) winding up due to insolvency, any surplus property of the Club is to be transferred to another organisation with similar objectives and which is not carried on for the profit or gain of its individual members.

**APPENDIX 1 - APPOINTMENT OF PROXY**

I,.....  
(Name)

of .....  
(Address)

being a full financial member of Galston Equestrian Club Inc, hereby appoint *either*

.....  
(Name of full financial member receiving proxy)

*or*

The Secretary of Galston Equestrian Club (please tick if required) .....

to vote for me on my behalf at the Annual General Meeting or Special General Meeting to be held on

.....day of.....(month) ..... (year)

and at any adjournment of that meeting (where applicable).

My proxy is authorised to vote in favour of / against (delete as applicable) the following resolution:

.....  
.....

.....  
Signature of full financial member appointing proxy

.....  
Date