



# MARION RIDING CLUB INCORPORATED

## RULES OF ASSOCIATION

As adopted at the Special General Meeting  
25 Jan 2021

### 1. Name

The name of the incorporated association, previously known as the **MARION RIDING AND PONY CLUB INCORPORATED** is now to be known as the **MARION RIDING CLUB INCORPORATED**, referred to herein as '**the association**'.

### 2. Definitions

'committee'	means the committee of management of the association
'general meeting'	means a general meeting of members of the association convened in accordance with these rules
'life member'	means an individual appointed as a life member of the association under clause 5.1
'member'	means a member of the association
'the Act'	means the Associations Incorporation Act 1985
'special resolution'	means a special resolution defined in the Act
'month'	means a calendar month.

### 3. Objects of the association

The objects of the association are: -

- a) to promote and encourage equestrian activities
- b) to promote and encourage the education of horse and rider
- c) to act at all times on behalf of and in the interests of the members; and
- d) to ensure the welfare of the horse is always considered.

### 4. Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

#### 25—Powers of an incorporated association

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules—

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys—
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.



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## 5. Membership

### 5.1 Types

The members of the association shall consist of:

- a) Life members
- b) Senior members
- c) Junior members; and
- d) Family membership

### 5.2 Definitions of Membership

- a) A life member is an individual who has rendered special service to the association and may be elected as a life member by the committee. A life member shall have all the rights and privileges of a senior member without payment of any further membership subscription.
- b) A senior member is a member who is not a life member and who has reached or passed the 1<sup>st</sup> of January of the year in which they turned eighteen.
- c) A junior member is a member who has not reached the 1<sup>st</sup> January of the year in which they turn eighteen.
- d) Family Membership is any family which shall have applied for and been granted membership by the Committee. A Family consists of 1 or 2 adults and any number of children living at the same address. This Membership has one vote on any matter.

### 5.3 Application for Membership

An application for membership must be in writing (on the form prescribed from time to time by the committee) and accompanied by the prescribed subscription fee.

### 5.4 Subscriptions

- a) The subscription fees for each type of membership and any other fees or levies payable by members to the association shall be determined by the committee.
- b) The subscription fees shall be payable annually on 1 January or at a time that the committee determines.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

### 5.5 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

### 5.6 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.6d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the



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association within 14 days after the determination of the committee has been communicated to the member.

- e) In the event of an appeal under 5.6d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

## 5.7 Register of members

A register of members must be kept and contain the name and address of each member and other information as determined by the committee.

## 6. The committee

### 6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules is silent.
- d) The committee shall appoint a public officer as required by the Act.

### 6.2 Appointment

- a) The committee shall be comprised of a president, secretary, treasurer and up to five committee members.
- b) A committee member shall be a natural person.
- c) All committee positions shall be subject to re-election at each annual general meeting.
- d) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.
- g) The committee may also fill any position left vacant through lack of a nominee.
- h) A committee member's term of office is from time of election until the following annual general meeting.

### 6.3 Proceedings of committee

- a) The committee shall meet as often as is deemed necessary for dispatch of business but not less than 4 times per year.
- b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the committee shall be 4 members of the committee.



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- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

## 6.4 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- a) disqualified from being a committee member by the Act
- b) expelled as a member under these rules
- c) permanently incapacitated by ill health, or
- d) absent without apology from more than three meetings in a financial year.

## 7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the president and the secretary.

## 8. General meetings

### 8.1 Annual general meetings

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
  - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
  - iii) the election of committee members
  - iv) any other business requiring consideration by the association in general meeting.

### 8.2 Special general meeting

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing of not less than 5%, of the total number of members of the association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.



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### 8.3 Notice of general meetings

- a) Subject to 8.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or by sending it to the member's last known email address.
- d) Where a notice is sent by post:
  - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### 8.4 Proceedings at general meetings

- a) Six members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the president shall preside as chairperson at a general meeting of the association.
- d) If the president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

### 8.5 Voting at general meetings

- a) Subject to these rules, every member of the association has only one vote at a meeting of the association, provided that in the event of an equality of votes the chairperson shall have a casting vote.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

### 8.6 Poll at general meetings

- a) If a poll is demanded by at least three members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.



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## 8.7 Special and ordinary resolutions

- a) A special resolution means a resolution passed at a duly convened meeting of the members of the association if –
  - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association;
  - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## 8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy and attend and vote at any general meeting of the association.

## 9. Minutes

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10. Financial reporting

### 10.1 Financial year

The first financial year of the association shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

### 10.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

## 11. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.



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### 12. Winding up

- a) The association may be wound up in the manner provided for in the Act.
- b) Voluntary winding up of the association will be by resolution passed by not less than three quarters of members present at a General Meeting called to consider such a proposal.

### 13. Application of surplus assets

If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to an organisation to be decided upon by members that has similar objects and is dedicated to improving the welfare of the horse.

### 14. Alteration to the Rules

These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

**Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by CBS, Corporate Affairs Commission.**