

**Mount Crawford  
Dressage Club  
Incorporated**

**Constitution**

**As at 21 April 2018**

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## 1. Name

The name of the incorporated association is 'Mount Crawford Dressage Club Incorporated', referred herein as "the Club".

## 2. Definitions

- A) "Act" means the Associations Incorporation Act 1985 or any subsequent Act replacing this Act.
- B) "Annual General Meeting" means the Annual General Meeting of Members called for the Annual Reports and election of officers for the ensuing year.
- C) "Club" means the Mount Crawford Dressage Club Incorporated.
- D) "Committee" means the Committee of Management of the Club.
- E) "General Meeting" means a General Meeting of Members of the Club convened in accordance with these rules.
- F) "Meeting" means an ordinary meeting of the Committee.
- G) "Member" means a member of the Club.
- H) "Month" shall mean a calendar month.
- I) "Ordinary Resolution" means a resolution passed by a simple majority at a General Meeting.
- J) "President" means the president of the Club, and this person is also chairperson of the Committee.
- K) "Secretary" means the secretary of the Club.
- L) "Special Resolution" means a special resolution as defined in the Act.
- M) "Telephone" includes SMS messaging.
- N) "Treasurer" means the treasurer of the Club.
- O) "Vice-President" means the deputy president of the Club.
- P) "Writing" means either notification by prepaid post, electronic mail or messaging through social media.

## 3. Objects:

The objects of the Club are:

- A) To develop and improve the riding skills of Members and their equine athletes.
- B) To promote and encourage members to participate in dressage and other riding activities.
- C) To promote the sport of dressage throughout the general community.
- D) To arrange training and competitions for individual Members, Club teams, visitors and judges.
- E) To promote goodwill amongst all Members of the Club.
- F) To promote goodwill amongst the Club and other equestrian bodies with similar objects.

## 4. Affiliation:

### 4.1 Equestrian SA:

The Club will affiliate with Equestrian South Australia.

### 4.2 Other:

The Club may affiliate with any other like minded organisation as approved by the Committee.

## 5. Powers of the Club:

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

## 6. Membership:

### 6.1 Qualifications for Membership of the Club:

Membership of the Club is open to:

- A) Riders who wish to take part in Club events and/or
- B) Any person who wishes to further the interests of the Club.

Persons accepted for membership by the Committee agree to be bound by this Constitution.

### 6.2 Types of Membership:

#### Ordinary Member

- A) Any person desiring to become a Member of the Club shall furnish his or her name and address together with any other requested information to the Secretary, or as the Secretary directs, together with the amount of the annual subscription and any levies.
- B) Payment of subscriptions and levies, including prior years subscriptions and levies, referred to in rule 6.3 shall entitle each Member (aged 18 years or over) to attend and vote at all general meetings of the Club for the year for which any subscription and levies shall have been paid.
- C) Members shall be entitled to vote at general meetings providing such subscription and levies have been paid at least 30 days prior to any General Meeting.
- D) No persons, except Life Members, shall vote at any meeting unless their subscription and levies have been duly paid in full.

#### Junior Member

- A) A junior member is a member who is aged 17 years or younger.
- B) Any person desiring to become a Junior Member of the Club shall furnish his or her name and address together with any other requested information to the Secretary, or as the Secretary directs, together with the amount of the annual subscription and any levies.
- C) A junior member is not entitled to vote at a general meeting.

#### Non-riding Member

- A) Any person making payment of the annual subscription and levies shall be entitled to become a Non-riding Member.
- B) Non-riding Members shall be entitled to vote at general meetings providing such membership subscriptions and any levies have been paid at least 30 days prior to any Special General Meeting or Annual General Meeting.
- C) Any person desiring to become a Non-riding Member of the Club shall furnish his or her name and address together with any other requested information to the Secretary, or as the Secretary directs, together with the amount of the annual subscription and any levies.

#### Family Membership

- A) A Family Membership will be available to members who are related and reside at the same address and will include a maximum of 2 adults and 2 children.
- B) Payment of subscriptions and levies referred to in clause 6.3 and provided such subscriptions and levies have been paid at least 30 days prior to any Special General Meeting or Annual General Meeting, shall entitle each Family Membership to have 2 votes at any general meeting provided at least 2 members of the family (aged 18 or over) are in attendance.
- C) Upon a member attaining the age of 21 they will be required to have an ordinary membership.

### Life Membership

Life Membership can be bestowed upon Members who have completed at least 10 years of senior service to the Club, unless exceptional circumstances warrant an earlier recommendation. Such Life Membership shall be on the recommendation of the Committee to the Annual General Meeting. Life members are not required to pay any subscription or levies to the Club.

Collectively referred to as "Member".

## **6.3 Subscriptions**

- A) The annual membership subscriptions, for all membership categories, shall be reviewed each year and determined by the committee.
- B) The Membership year shall be from 1st January to 31st December.
- C) The subscription fees and levies shall be payable annually on 1 January or at any other time that the committee determines.
- D) Any person who has not paid their subscriptions or levies by 1 January of the current membership year, including any outstanding subscriptions or levies from prior years, shall cease to be a member until such time as all outstanding and current subscriptions and levies have been paid in full.
- E) The committee may, at its discretion, include additional fees and levies for membership.
- F) Membership renewal can be denied by the Committee if a member has outstanding subscriptions or levies or has been previously expelled.

## **6.4 Resignation of Membership**

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

## **6.5 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 Club.
- 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 rule 6.5D 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 Club at a General Meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the Committee has been communicated to the Member.
- E) In the event of an appeal under rule 6.5D above, the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Club in a General Meeting after the appellant has been heard by the Members of the Club and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 6.6 Register of Members

A register of Members must be kept and contain:

- A) The name and address of each Member;
- B) The date on which each Member renewed membership to the Club; and
- C) If applicable, the date of and reason(s) for termination of membership.

## 7. Committee:

### 7.1 Powers and Duties:

- A) The affairs of the Club 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 Club and are not by the Act or by these rules required to be done by the Club in a General Meeting.
- B) The Committee has the management and control of the funds and other property of the Club.
- C) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent in accordance with Rule 18.
- D) The Committee shall appoint a Public Officer as required by the Act. The Public Officer shall be a member of the Committee.
- E) The Committee shall have the authority to appoint sub-committees where required.

### 7.2 Appointment:

- A) The committee shall be comprised of between eight and twelve members in total, including an executive committee of a president, vice-president, secretary and treasurer.
- B) A committee member must be a natural person.
- C) All Committee Members shall hold office for one year, or if appointed part way during a year until the next Annual General Meeting, and be eligible for re-election at the end of that term.
- D) All members wishing to stand for election must lodge a nomination form with the Secretary at least 14 days prior to the Annual General Meeting with the nomination form signed by the nominee and the seconder.
- E) Should insufficient nominations be received to fill all committee positions, pursuant to rule 7.2D above, nominations can be proposed, and accepted by the nominee, at the Annual General Meeting.
- F) If more nominations are received than available positions a vote will be taken at the Annual General Meeting to determine the Committee members to be appointed.
- G) Notice of all persons seeking election to the committee shall be given to all members of the Club with the Agenda for the Annual General Meeting.
- H) The Committee shall have the power to reinstate any financial Member to the Committee, such appointment to be verified at the next General Meeting.
- I) The Committee may appoint a person to fill a casual vacancy, and such Committee Member shall hold office until the next Annual General Meeting of the Club.

### 7.3 Proceedings of Committee:

- A) Committee meetings shall be held monthly unless otherwise determined by the Committee.
- 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 chairperson shall have a casting vote in addition to a deliberative vote. Each committee member shall have a deliberative vote.

- C) A quorum for a meeting of the Committee shall be one half of the members of committee. If there are an odd number of Committee members, then the number of members for a quorum will be rounded down.
- D) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club 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.
- E) The President, and in his/her absence, the Vice-President, shall be chair of all meetings of the Club and Committee and shall act as spokesperson for the Club, except where alternative arrangements are approved by the Committee.
- F) The Secretary shall arrange for meetings to be convened and shall keep minutes of all meetings.
- G) The Treasurer shall keep an accurate record of all financial transactions of the Club and shall submit a report to each meeting, unless excused by the Committee, with regards to the finances of the Club and carry out such other duties relating to the finances of the Club as directed by the Committee.
- H) Unless a poll is demanded by at least half of the committee members, present in person or by proxy, a question for decision at a committee meeting must be determined by a show of hands.
- I) Offices on the executive may be combined as required.

#### **7.4 Casual Vacancies & Disqualification of committee members:**

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

- A) Resigns by notice in writing delivered to the President or if the Committee member is the President then by notice to the Vice-President and that resignation is accepted by resolution of the Committee
- B) Dies
- C) Ceases to be a member of the Club
- D) Is disqualified from being a committee member by the Act
- E) Is expelled as a member under this Constitution and any other by-laws/policies of the Club
- F) Is permanently incapacitated by ill health
- G) Is absent without apology from more than four meetings in a Committee year
- H) Is expelled as a committee member using the process set out in Rule 6.5.

## **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 Annual General Meeting must be held within five months after the end of its financial year.
- C) The order of the business at the meeting shall be:
  1. The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  2. The consideration of the accounts and reports of the Committee and the auditor (if required by Act);
  3. The election of Committee members’;
  4. The appointment of auditors (If required by Act);
  5. Any other business requiring consideration by the Club in a general meeting.

## 8.2 Special General Meeting

- A) The Committee may call a Special General Meeting of the Club at any time.
- B) The President, Vice-President, Secretary or Treasurer may call a Special General Meeting of the Club at any time.
- C) Upon a requisition in writing of not less than 25% of the total number of members of the Club, the Committee shall, within one month of the receipt of the requisition, call a Special General Meeting for the purpose specified in the requisition.
- D) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- E) If a Special General Meeting is not convened within one month, as required by rule 8.2C above, the requisitionists, or at least 50% of their number, may call a Special General Meeting. Such a meeting shall be convened in the same manner as nearly 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 Club.

## 8.3 Notice of General Meetings

- A) Subject to rule 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. A notice may be given by the Club to any member by serving the member with notice personally in writing.

## 8.4 Proceedings at General Meetings

- A) Ten 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 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 rule 8.4D, the President shall preside as chairperson at a general meeting of the Club.
- 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 to be the chairperson of that meeting.
- E) A Member shall be entitled to appoint in writing another person who is also a Member of the Club to be their proxy and attend and vote at any general meeting of the Club.

## 8.5 Voting at General Meetings

- A) Subject to these rules, every financial member of the Club has only one vote at a meeting of the Club.
- 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 by proxy at that meeting.
- C) Unless a poll is demanded by at least ten members, a question for decision at a general meeting must be determined by a show of hands.
- D) In the event of Members being equally divided the Chairperson shall have a casting vote.



## 8.6 Poll at General Meetings

- A) If a poll is demanded by at least ten 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.

## 8.7 Special and ordinary resolutions

- A) A special resolution is as defined in the Act.
- B) An ordinary resolution is a resolution passed by a simple majority at a general meeting, including a committee meeting.

## 8.8 General Proxies

- A) A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the Club.
- B) A committee member shall be entitled to appoint in writing a natural person who is also a committee member or a member of a sub-committee to be their proxy, and attend and vote at any committee meeting of the Club.
- C) Each member giving a proxy must sign the Proxy form by their own hand and the form must not be altered in any way.
- D) A voting member may only hold a maximum of two proxy votes each at a general meeting.

## 9. Minutes

- A) Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee, shall be retained by the Club.
- B) The minutes kept pursuant to this rule must be confirmed by the members of the Club 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. Dispute Resolution

- A) The dispute resolution procedure set out in this rule applies to disputes under this Constitution between –
  - 1. A member and another member involving a Club matter
  - 2. A member and the Club.
- B) A member must notify the Committee in writing of a dispute within 7 days of the dispute arising.
- C) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- D) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent mediator agreed to by the parties.
- E) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- F) The mediator, in conducting the mediation, must:

- i. Give the parties to the mediation every opportunity to be heard;
  - ii. Allow due consideration by all parties of any written statement submitted by any party; and
  - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- G) The mediator must not determine the dispute.
- H) The mediation must be confidential and without prejudice.
- I) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- J) In this rule, 'member' includes any person who was a member not more than six months before the dispute occurred.

## **11. Financial Reporting**

### **11.1 Financial Year**

The Financial Year shall be 1 July to 30 June.

### **11.2 Financial Accounts to be kept**

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

### **11.3 Funds**

The Club's funds must be held in an account in the name of the Club with an Authorised Deposit-Taking Institution ("ADI"). The Club may hold cash on hand for operational purposes.

### **11.4 Accounts and reports to be laid before members**

The accounts, together with any statement or report from the Committee, shall be laid before members at the Annual General Meeting.

### **11.5 Review of Accounts**

If the Club is not a Prescribed Association the Committee, at its discretion, can appoint a person to undertake a review of the financial records of the Club for the financial year.

### **11.6 Other**

- A) The revenue of the Club shall be obtained from any lawful source which the Club may see fit. The Club shall be able to receive sponsorship, gifts, bequests, donations, loans and other monies and assets both real and personal providing that the same be in furtherance of the objects of the Club.
- B) All payments by the Club shall be as designated by the Committee. Any cheques drawn by the Club shall require two committee signatures as approved by the Committee with any other payment type to be approved by the Committee.

## **12. 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.

### **13. Common Seal**

- A) The Club may have a common seal which shall be kept in the custody of the President. A register of when the seal is used must also be maintained by the President.
- B) The common seal must not be affixed to any document except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of 2 of either the President, Vice-President, Secretary or Treasurer, or in such other manner as approved by the Committee from time to time.
- C) A Committee member must not sign a document to which the seal of the Club is fixed where the Committee member has a personal interest in the contract or arrangement to which the document relates.

### **14. Winding Up**

The Club may be wound up in the manner provided for in the Act.

### **15. Application of surplus assets**

- A) If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- B) In the event there is no suitable like organisation then the Committee may determine to distribute surplus assets to nominated charities.
- C) Such organisation or organisations shall be identified and determined by a resolution of committee members.

### **16. Constitution and Rules**

- A) This Constitution and rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club passed at a General Meeting of the Club called for this purpose. This includes rescission or replacement by substitute Constitution.
- B) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- C) Notice of such proposed alterations or deletions must be lodged with the Committee at least 45 days prior to the date of the meeting and the Secretary shall post or deliver each Member notice in writing of such changes at least 21 days prior to the date of the meeting.
- D) The registered Constitution 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.
- E) Subject to any provision in the Constitution or a resolution to the contrary, an alteration to the Constitution 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 Consumer and Business Services, Corporate Services Commission.

### **17. By-Laws**

- A) The Committee may make By-Laws and interpret, alter, amend or rescind the same as occasions may require. Changes to by By-Laws can only be passed with 50% of the Committee members present at the meeting, in person or by proxy, to vote in favour of the change. Such By-Laws shall have the same force and effect as these Rules, but shall not in any way, oppose or conflict with these rules or the Act. Such By-Laws shall be available for inspection by contacting the Public Officer.

- B) Amendments, alterations, interpretation or other changes to By-Laws shall be advised to members by means of notice approved by the Committee. Notices and By-Laws shall be binding upon all members.
- C) All rules, by-laws, policies and regulations of the Club in force at the date of the approval of these Rules (in so far as such rules, by-laws, policies and regulations are not inconsistent with, or have been replaced by these Rules) shall be deemed to be By-Laws and shall continue to apply.

## **18. Interpretation of Constitution**

If there is an inconsistency in this Constitution with the Act, or the Constitutions of Equestrian Australia or Equestrian South Australia or this Constitution is silent on a matter, then the Committee shall interpret the meaning with reference to the Act, Equestrian Australia and Equestrian South Australia, in that order.

21 April 2018