

CONSTITUTION

of

THE VICTORIAN ENDURANCE RIDERS ASSOCIATION INC.
(A0008959W) (“VERA”)

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CONSTITUTION

of

THE VICTORIAN ENDURANCE RIDERS ASSOCIATION INC. (A0008959W) (“VERA”)

PURPOSES AND POWERS

1 NAME

The name of the Association is The Victorian Endurance Riders Association Inc known also as “VERA”.

2 PURPOSES

The purposes of VERA are to:

- 1) act on behalf of AERA as the controlling body of the sport of Endurance Riding in Victoria;
- 2) promote, co-ordinate, affiliate and provide control over competitive and non-competitive Endurance Rides by way of rules and procedures as determined by AERA, and in accordance with VERA rules which do not conflict in fact or intent, with those of AERA;
- 3) promote and foster the sport of Endurance Riding through rules, guidelines, policies, and veterinary procedures to be observed by all organisers and officials of Endurance Rides affiliated with VERA;
- 4) ensure that AERA and VERA rules, policies, guidelines and procedures are observed in a manner that protects the welfare of horses in Endurance Rides;
- 5) be bound, as an affiliate divisional State by any relevant agreements and undertakings entered into by AERA;
- 6) liaise with accredited members of the veterinary profession and recognised animal welfare organisations in relation to the welfare of horses in Endurance Rides;
- 7) promote and foster the highest ideals of sportsmanship and horsemanship and the spirit of Endurance Riding as embodied in the motto “to complete is to win”;
- 8) conduct or cause to be conducted, from time to time, an Endurance Ride over a distance of not less than 160 kms, within a maximum elapsed time of 24 hours, known as the “Tom Quilty Gold Cup Endurance Ride” under requirements set by AERA;
- 9) conduct or cause to be conducted an annual Victorian Championship Endurance Ride over a distance of not less than 160 kms within a maximum elapsed time of 24 hours;
- 10) maintain complete and accurate records of the results of Endurance Rides conducted in Victoria in order to conduct an annual point score competition and as an archive for the sport;
- 11) educate, and cause to be examined and accredited Members to be stewards and officials to assist in the conduct of Endurance Rides and maintain Registries of such accredited Members;
- 12) encourage and assist Members to compete in national and international Endurance Riding competitions and select team members to represent Victoria when necessary;
- 13) provide information and education on Endurance Riding and generally promote the interests of the sport;
- 14) encourage research into, and disseminate information in relation to all aspects of the performance, training, feeding, husbandry, health and genetics of horses in Endurance Riding; and

15) encourage competition which is free of prohibited drug use in both horse and rider.

3 POWERS

Solely for furthering the purposes above, VERA has the power to:

- 1) do all such acts and things as are incidental, conducive or subsidiary to any and all of its purposes in relation to Endurance Riding, the welfare of horses participating in the sport and the role VERA plays as a State Division of AERA;
- 2) exercise the powers and duties derived from the AERA Rules as amended from time to time;
- 3) buy, sell and deal in all kinds of commodities and provisions for the Members of VERA or persons attending VERA's events;
- 4) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of VERA,
- 5) borrow, receive, invest, lend and raise money, alone or jointly and in such manner as VERA may determine from time to time;
- 6) subscribe to any charities and to grant donations for any public purpose;
- 7) create, licence and use Intellectual Property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of VERA;
- 8) be a member, affiliate or be associated in any other way with, any organisation which has purposes which are similar or complementary, in whole or in part, to the purposes of VERA;
- 9) amalgamate, merge or otherwise takeover any one or more incorporated associations having purposes similar to those of VERA, and to transfer the assets of VERA to such amalgamated entity;
- 10) appoint, hire, employ, remove or reinstate employees, contractors and other persons for carrying out the purposes of VERA and remunerate them in return for services rendered; and
- 11) take legal proceedings of any nature.

4 APPLICATION OF INCOME

4.1 The income and property of VERA shall be applied solely towards the purposes of VERA as set out in this Constitution.

4.2 No portion of the income or property of VERA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

5 DEFINITIONS AND INTERPRETATION

5.1 Definitions

“AERA” means The Australian Endurance Riders Association Incorporated. being the peak, national controlling body for the sport of Endurance Riding in Australia

“AGM” means Annual General Meeting

“Appeal Committee” means a committee of VERA appointed in relation to disciplinary matters, as set out in **Rule 12.7**.

“Day” means a calendar day.

“Division” means an Australian State affiliate of AERA,

“Endurance Ride” means a competitive or non-competitive endurance event, affiliated with VERA for horses and riders which tests the endurance of both.

“Executive Officers” means the position of President, Vice-President, Secretary and Treasurer.

“General Meeting” means a meeting of Members convened in accordance with these Rules.

“Horse” means genus equidae and hence includes horses, mules and donkeys.

“Membership Number” means the unique membership number recorded in the VERA Membership Register for each Member upon approval of a membership application.

“Membership Year” means the calendar year commencing 1st January.

“Month” means a calendar month

“Register” means the register of Members kept in accordance with these Rules.

“Rules” means the rules of VERA as set out in this Constitution.

“SMC” means the State Management Committee

“State Management Committee” means a committee of elected members or their duly appointed replacements as set out in these **Rules**.

“Special General Meeting” means a General Meeting of VERA Members other than an Annual General Meeting.

“the Act” means Associations Incorporations Act 1981 (Victoria).

“Training Ride” means a non-competitive endurance event affiliated with VERA which provides endurance training over a distance of less than 80kms.

“VERA” means The Victorian Endurance Riders Association Incorporated.

5.2 Interpretation

In this Constitution:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) words importing the singular include the plural and vice versa;
- (3) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (4) references to persons include corporations and bodies politic;
- (5) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (6) expressions referring to "writing" shall unless the contrary intention appears, be construed as including printing, photography and other modes of representing words in a visible form, including messages sent by electronic mail;
- (7) the Purposes in **Rule 2** and the Powers in **Rule 3** are not in any particular order and are not to be construed so that any purpose or power is more important than any other. In addition, any purpose or power which is specified in detail is no more important than any purpose or power which has not been specified in detail; and
- (8) any reference to a notice or communication in writing includes electronic (email) communication.

5.3 Enforceability

To the extent that any Rule is in whole or in part invalid or unenforceable, the Rule shall be read down so it is valid and enforceable. If the Rule cannot be read down, the Rule shall be put aside to the extent of the invalidity or unenforceability, with the remaining provisions of the Constitution applying and enforceable.

6 REGISTERED ADDRESS

- 6.1 The Registered address of VERA shall be as determined by the SMC from time to time.

MEMBERSHIP RULES

7 MEMBERSHIP OF VERA

7.1 Classes of Member

The Members of VERA are divided into the following classes:

- (1) Full Member;
- (2) Limited Member;
- (3) Honorary Life Member;
- (4) Junior Member;
- (5) Day Member; and
- (6) such other class of Members as may be determined by the SMC from time to time.

7.2 Creation of New Classes

The SMC at its discretion has the right to create new classes of membership with such rights, privileges and obligations as determined applicable, even if the effect of creating a new class creates, alters or extinguishes rights, privileges or obligations of any existing class of Members.

7.3 Full Member

A Full Member:

- (1) Has voting rights and is entitled to vote at any General Meeting of VERA
- (2) Has full riding rights for competitive and non-competitive Endurance Rides
- (3) Is eighteen years of age or older. A Junior Member attaining the age of eighteen years during the membership year is deemed a Full Member for that entire year and is entitled to vote at any General Meeting of VERA;

7.4 Limited Member

A Limited Member:

- (a) Has voting rights and is entitled to vote at any General Meeting of VERA
- (b) Has riding rights limited to non-competitive Endurance Rides and for which payment of a day membership fee is required.
- (c) Can upgrade to a Full Member upon application and payment of any additional fee.

7.5 Honorary Life Member

- (1) An Honorary Life Member is a member who has been recognised by VERA as having provided special services to the sport of Endurance Riding in Victoria and is nominated and approved as an Honorary Life Member at an Annual General Meeting of VERA.
- (2) A nomination for Honorary Life Membership shall be made by at least two Members in writing, served on VERA at least 28 Days before the Annual General Meeting, and appear in the notices of motion provided to Members prior to the Annual General Meeting.
- (3) An Honorary Life Member is not required to pay a membership fee to VERA, but has riding and voting rights as though a Full Member.

7.6 Junior Member

A Junior Member is a person under eighteen years of age who does not attain the age of eighteen years in the current membership year. A Junior Member is not entitled to vote but may contribute to debate or discussion on any motions on which a vote is sought.

7.7 Day Member

- 1) A Day Member is a person who seeks only the right to ride on a particular day and only in a non-competitive ride. A Day member has no voting rights but is bound by all the AERA and VERA Rules, policies and guidelines applying to participation in Endurance Riding.
- 2) A Day Member applies for membership only for the day of the Ride entered and thus is not a Member for the purposes of the Membership Register.

7.8 Application for Membership

- (1) A person seeking membership or renewal of membership of VERA must:
 - (a) submit to the Membership Registrar the signed application forms as approved by the SMC from time to time; and
 - (b) submit the appropriate fee.
- (2) As soon as is practicable after the receipt of an application, the Membership Registrar upon delegation from the SMC, determines whether to approve the application.
- (3) If the application for membership is approved, the Membership Registrar determines the appropriate class of membership, allocates a unique Membership Number, and as soon as practicable, notifies the applicant in writing of these details. The Membership Registrar enters the applicant on the Register upon which entry the applicant becomes a Member.
- (4) If the Membership Registrar forms a view that an application for membership should not be approved, for any reason relevant to the rules of VERA and AERA, the Membership Registrar shall, as soon as practicable refer the application to the SMC for a decision. The Membership Registrar shall notify the applicant in writing of that decision.

7.9 Responsibilities of Membership

- (1) Members acknowledge and agree that:
 - (a) these Rules constitute a contract between each of them and VERA and that they are bound by the Rules, policies and guidelines of both VERA and AERA;
 - (b) they shall comply with and observe the AERA and VERA rules, policies and guidelines and any resolution which may be made or passed by the SMC or any duly authorised committee;
 - (c) they are entitled to the benefits and privileges of membership as determined by the SMC.
- (2) Members may by virtue of membership of VERA:
 - (a) express in writing or otherwise their views and opinions to the SMC and at any meeting in respect of which they are entitled to participate;
 - (b) engage and participate in any activity approved or affiliated by VERA; and
 - (c) conduct any activity approved or affiliated by VERA.
- (3) A right, privilege or obligation of a Member of VERA:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership.

8 CESSATION OF MEMBERSHIP

Membership of VERA ceases if the person:

- (a) dies;
- (b) resigns as a Member in accordance with these Rules;

- (c) does not renew membership within one (1) month of membership renewal being due; or
- (d) is expelled under these Rules.

9 RESIGNATION OF MEMBERS

9.1 Notice of Resignation

A Member of VERA who has paid all amounts due and payable to VERA may resign from VERA by first giving notice (being not less than 1 month) in writing to the Membership Registrar of such intention to resign and, upon the expiration of the period of notice, the membership ceases.

9.2 Expiration of Notice Period

In every case where a person ceases to be a Member, except in the case of non-renewal of membership an entry, recording the date on which the Member ceased to be a Member and the reason for cessation, shall be recorded in the Register by the Membership Registrar.

9.3 Forfeiture of Rights

A person who ceases to be a Member, for whatever reason, forfeits all rights in and claim upon VERA and its property including Intellectual Property.

9.4 Refund

The SMC has absolute discretion to refund all or part of the paid membership fee to a member upon such resignation.

9.5 Return of Documents

All Members, SMC members and delegated officers of VERA who, for any reason, cease to be Members, must return any documents that belong to VERA within 28 days after they cease to hold those positions or when they cease to be Members of VERA

10 REGISTER OF MEMBERS

- 10.1 The Membership Registrar shall maintain a Register, specifying the name and contact details of each Member together with the date on which the person's application was effected and their membership class and Membership Number.
- 10.2 The Register is available for inspection by any Member, upon reasonable request and in compliance with relevant personal privacy guidelines, policies or laws.

11 FEES, PENALTIES AND OTHER CHARGES

The annual membership fee and any other fees, penalties or charges payable by Members, the time for, and manner of payment, shall be determined by the SMC from time to time.

12 DISCIPLINARY MATTERS

12.1 Jurisdiction

- (a) All Members are subject to AERA and VERA rules, policies and guidelines, including the disciplinary rules, policies, penalties and appeal mechanisms set out in this Constitution.
- (b) Under this Section, any action of the SMC, any appointed investigation officer and any Appeal Committee is subject to due process, in particular, to the rules of natural justice and the declaration and avoidance of conflict of interest.

12.2 Investigation of Suspected Disciplinary Breach

The SMC in its sole discretion may refer any of the following alleged matters for investigation by an independent and appropriate investigation officer appointed by the SMC (with the exception of any allegation which the SMC in its sole discretion determines as vexatious, trifling or frivolous):

- (a) where a Member has breached, failed, refused or neglected to comply with a provision of the AERA rules, these Rules, policies and guidelines or other determination of the SMC; or
- (c) where a Member has acted in a manner unbecoming of or prejudicial to the objects and interests of the VERA or Endurance Riding; or
- (d) where a Member has brought AERA, VERA or Endurance Riding into disrepute; or
- (e) where the Member's horse has injured or damaged or put any person, horse or property at unreasonable or avoidable risk.

Such grounds do not constitute a grievance, and **Rule 26** does not apply.

12.3 Ongoing participation

- (a) During investigatory or disciplinary proceedings under this **Rule 12**, the Member in question may continue to participate in Endurance Rides, pending the determination of the proceedings (including any available appeal) unless the SMC decides such continued participation should be suspended having regard to the matter at hand. Such matter may be but is not limited to a horse welfare issue.
- (b) Any suspension of participation of a Member while investigatory or disciplinary proceedings are taking place is not subject to appeal.

12.4 Process of Investigation

- (a) A referral for investigation shall be upon motion being passed by the SMC. The referral shall be in writing and clear and unambiguous. and accompanied by documentary or other evidence that is available to the SMC.
- (b) No person who is an interested party (as determined by the SMC) shall participate in the determination of the proceedings in any way.
- (c) The appointed investigation officer is entitled to gather such evidence, hold such interviews and enquiries, and investigate as he/she determines appropriate.
- (d) The SMC at its discretion may make policies and guidelines to facilitate disciplinary investigations, including policies to do with resourcing and paying fees and expenses for such investigations.
- (e) Any Member approached for assistance or evidence, including the Member under investigation, shall provide such evidence as they are able and is in breach of these Rules if they do not co-operate reasonably
- (f) The appointed investigation officer will, within the agreed time period, prepare and present the SMC with a full report and recommendation on the alleged disciplinary breach.
- (g) Before the SMC makes a determination on the investigation report the subject Member will be afforded full opportunity to read and to respond to the report.
- (h) The investigatory process will be as informal as practicable, with support persons allowed but no legal representation of either VERA or the subject member

12.5 Disciplinary Outcomes

The SMC will make a determination on the alleged breach.

Any SMC Member with a conflict of interest in the matter under consideration, including in the subject member, will not participate in the determination process or outcome.

- (a) Outcomes which may be determined by the SMC include:
 - (i) no disciplinary action
 - (ii) a reprimand;
 - (iii) suspension from membership, or from riding or from other activities, on such terms and for such period as is seen fit;
 - (iv) exclusion from a particular activity, event or events;
 - (v) expulsion for such period as is seen fit;
 - (vi) fines, imposed in such manner and in such amount as is reasonable in the circumstances of the matter;
 - (vii) such combination of any of the above penalties as seen fit;
 - (viii) such other penalty, action or educative process as the SMC sees fit.
- (b) In determining the penalty to impose the SMC may take into account various factors, including but not limited to:
 - (i) the severity of impact of the matter on the welfare of any horse or person;
 - (ii) previous disciplinary record of the Member;
 - (iii) number of years experience as a rider;
 - (iv) extenuating circumstances;
 - (v) age of the Member;
 - (vi) extent of remorse by the Member;
 - (vii) potential for re-education of the Member.

12.6 Effect of Penalty

- (a) Where a Member is suspended from membership under this **Rule 12**, all membership and representation rights and privileges in VERA shall be forfeited during the period of suspension.
- (b) Where a Member is expelled under this **Rule 12**, membership and representation rights and privileges in VERA are forfeited immediately and membership ceases. **Rule 8** shall apply.

12.7 Appeal Committee

- (1) A Member subject to a disciplinary penalty may appeal that determination and penalty.

- (2) Subject to these Rules the Appeals Committee is the final arbiter on all disciplinary matters referred to it and any decision is not subject to further appeal.
- (3) Five Members from those nominated by the membership at the Annual General Meeting, and selected by the SMC for their experience, capacity and independence comprise the Appeals Committee of VERA.
- (4) The Appeals Committee hearing an appeal comprises 3 members of the 5 selected Appeal Committee members, one of whom shall be appointed the chair.
- (5) The lodgement of an appeal must be accompanied by a lodgement fee, set from time to time by the SMC and fully refundable to the Member if the penalty or adverse finding of the SMC is revoked or a lesser penalty imposed.
- (6) An appeal lodged with VERA, in writing within 14 Days of the disciplinary determination of the SMC and specifying the grounds of appeal, by a Member who is the subject of an adverse finding shall be referred to an Appeals Committee for consideration and determination. If the SMC in its sole discretion considers the appeal vexatious, trifling or frivolous, the SMC will reject the appeal.
- (7) The decision of the SMC on an appeal by a Member is final and not subject to further appeal.
- (8) Any dispute as to the application of this Rule shall be determined by the SMC in its sole discretion.
- (9) In the matter of an appeal an Appeals Committee may in its sole discretion confirm or revoke the penalty or adverse finding of the SMC, or may decide instead to impose an alternate penalty available under **Rule 12.5(a)**.

13 STATE MANAGEMENT COMMITTEE

13.1 Powers of the State Management Committee

- (1) The affairs of VERA are managed by a State Management Committee, hereafter "SMC".
- (2) Subject to these Rules and the Act, the SMC:
 - (a) controls and manages the business and affairs of VERA;
 - (b) exercises all such powers and functions as may be exercised by VERA other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting;
 - (c) has power to perform all such acts and things as appear to the SMC to be essential for the proper management of the business and affairs of VERA;
 - (d) shall interpret the meaning of these Rules and any matter relating to VERA on which these Rules are silent, provided that any such interpretation is consistent with the AERA Rules; and
 - (e) has the power to delegate any of its powers and functions except the power of delegation.

13.2 Composition of the State Management Committee

- (1) The SMC consists of:
 - (a) the Executive Officers (all of whom shall be current Members with voting rights and elected at an Annual General Meeting)
 - (b) the Executive Officers are: President, Vice President, Treasurer and Secretary;
 - (c) up to eight other members (all of whom shall be Voting Members of VERA and elected at an Annual General Meeting); and
- (2) The members of the SMC are elected in accordance with **Rule 14** and must be Voting Members at the time of nomination and such election.

13.3 Term of Appointment

- (1) The members elected to the SMC hold office for two (2) years, until the second succeeding Annual General Meeting following the date of their election, but are eligible for re-election.
- (2) As far as is both possible and practical, and for the purposes of continuity of the SMC, half the number of SMC positions will be made vacant in any one year

13.4 Portfolios

- (1) The SMC may allocate task portfolios to SMC members or to delegated non SMC members.
- (2) The SMC may vary the titles and portfolios of the SMC members and delegated members in accordance with the needs of VERA from time to time.

13.5 President as Chair

The President is the nominal head of VERA and acts as Chair of any SMC meeting at which he or she is present. If the President is not present, declares a conflict of interest in a matter under consideration, or is unwilling or unable to preside, the Vice-President, subject to these Rules, presides as Chair for that meeting only. If the Vice-President is not present, or is unwilling or unable to preside, the remaining SMC members shall appoint one of their number to preside as Chair for that meeting only.

14 ELECTION OF THE STATE MANAGEMENT COMMITTEE

14.1 Nominations of Candidates

- (1) Nominations of candidates for election to the SMC are:
 - (a) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than 28 Days before the date fixed for the holding of the Annual General Meeting.
- (2) A candidate may be nominated for more than one vacancy on the SMC, but if voted into the first vacant position the subsequent nominations automatically lapse.
- (3) If insufficient nominations are received to fill all vacancies on the SMC the candidates nominated shall be deemed to be elected and further nominations be received at the Annual General Meeting.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the SMC.

14.2 Voting Procedures

- (1) Each Member entitled to vote on the election of the SMC must be in attendance at the Annual General Meeting in order to vote. No proxy votes will be accepted for voting on the election of the SMC members.
- (2) Postal votes are available only upon written request. The SMC shall, where a Member requests to vote by post accept the postal vote, provided that the Member made the request at least 14 Days before the date of the Annual General Meeting and the Returning Officer or Secretary receives the postal vote at least 3 Days before the date of the Annual General Meeting.
- (3) Postal votes can be electronically transmitted to the appointed returning officer for VERA and are subject to verification by the Returning Officer.

14.3 Returning Officer

A Returning Officer may be appointed by the SMC for purposes including from time to time the election of the SMC members. The responsibilities of the Returning Officer are as specified by the SMC upon the appointment.

15 VACANCY ON THE STATE MANAGEMENT COMMITTEE

15.1 Grounds for Termination of Position of SMC Member

For the purposes of these Rules, the office of a SMC member becomes vacant if the member:

- (1) ceases to be a Member of VERA;
- (2) becomes insolvent within the meaning of the Corporations Law;
- (3) resigns the SMC office by notice in writing to an Executive Officer of VERA;
- (4) dies or becomes of unsound mind or a person liable to be dealt with in anyway under laws relating to mental health;
- (5) is prohibited from being a director of a company under the Corporations Law; or
- (6) fails to attend 3 consecutive meetings of the SMC without having previously obtained leave of absence or provided reasonable explanation for such absence.

15.2 Resignation/Revocation of Resignation

Once a written notice of resignation has been received by an Executive Officer of VERA that resignation is final and non-revocable.

15.3 Removal of SMC Member by Members

- (1) VERA in a Special General Meeting may by Special Resolution remove any SMC member, before the expiration of his or her term of office and appoint another Voting Member in their stead to hold office until the expiration of the term of the removed SMC member.

- (2) Where the SMC member to whom a proposed resolution referred to in **Rule 15.3(1)** makes representations in writing to the President and requests that such representations be notified to the Members, the President may require that the representations shall be so read to the Special General Meeting.

15.4 Casual Vacancy

- (1) In the event of a casual vacancy in the office of any SMC member, the SMC may appoint a Voting Member who may continue in office only for the term of the person whose departure caused the casual vacancy.
- (2) The continuing members of the SMC may act notwithstanding any casual vacancy in the SMC, but if their number is reduced below a quorum fixed by **Rule 17.2**, the continuing members may act for the purpose of increasing the number of members of the SMC to that number, but for no other purpose.

16 LEAVE OF ABSENCE

16.1 Grant of Leave of Absence

The SMC will grant a leave of absence to one of its members on the receipt of a written application for such leave by the President or in the case of the President seeking leave, the Vice President.

16.2 Discretion as to Period of Leave of Absence

The SMC may, in its discretion, determine the period of leave of absence granted to one of its members, provided:

- (1) if such period is less than 1 year, the SMC may appoint a temporary replacement from amongst the Voting Members;
- (2) if such period is 1 year or more, that SMC member is taken to have resigned his or her position, but shall be entitled to seek re-election at the Annual General Meeting at which his or her term of office would otherwise have concluded; and
- (3) in no circumstances shall the period leave of absence exceed the remaining term of office of the SMC member.

17 QUORUM AND PROCEDURE AT SMC MEETINGS

17.1 Convening a SMC Meeting

- (1) The SMC shall meet at least once every two calendar months to exercise its functions.
- (2) A special meeting of the SMC shall be convened by the President or by the Secretary on the requisition in writing signed by not less than one-third of the SMC members. Such requisition shall clearly state the reasons and the nature of the business for the special meeting.
- (3) Unless all SMC members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 7 Days' written notice of the meeting shall be given..
- (4) Written notice of each SMC meeting, specifying the general nature of the business to be transacted, shall be served on each SMC member by:
 - (a) delivering it to him or her personally;

- (b) sending it by prepaid post addressed to him or her; or
- (c) sending it by facsimile or other electronic means (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the SMC member's last notified contact details.

17.2 Quorum

- (1) At every meeting of the SMC the presence of one less than half the members elected and/or appointed to the SMC as at the close of the last Annual General Meeting, rounded up to the next whole number, constitutes a quorum.
- (2) No business shall be transacted unless a quorum is present and if within half an hour from the time appointed for the commencement of a meeting a quorum is not present, the meeting, if convened upon the requisition of members of the SMC, shall not proceed. In any other case it shall stand adjourned to such time and place as the SMC may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the members present (being no less than 4) shall be a quorum.

17.3 Procedures at Meetings

- (1) At meetings of the SMC:
 - (a) the President presides; and
 - (b) if the President is absent, excuses him/herself on the basis of declared conflict of interest or is unwilling to act, the Vice President presides; and
 - (c) if the Vice President is absent or unwilling to act or excuses him/herself, the SMC shall appoint one of its members to preside for the meeting.
- (2) Questions arising at a meeting of the SMC or of any sub-committee appointed by the SMC shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the persons presiding at the meeting may determine.
- (3) Each SMC member present at a meeting of the SMC (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on a question, the question shall be deemed to be decided in the negative and the Chair of the meeting shall not have a second or casting vote. A SMC member shall not vote in respect of any issue or contract or proposed contract with VERA, which he or she is interested, or any matter arising there from, and if he or she does vote, such vote shall not be counted.
- (4) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the SMC members shall be as valid and effectual as if it had been passed at a meeting of the SMC duly convened and held.
- (5) Without limiting the power of the SMC to regulate its meetings as it thinks fit, a meeting of SMC members may be held where one or more of the SMC members is not physically present at the meeting, provided that:
 - (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the SMC members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to

time by the SMC and such notice specifies that SMC members are not required to be present in person;

(c) in the event that a failure in communications prevents condition (a) from being satisfied by that number of SMC members which constitutes a quorum, and none of such SMC members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated.

(6) Proxy voting is allowable at SMC meetings provided that the proxy is advised on the proxy form appended to these Rules and provided that the proxy vote relates specifically to pre-set agenda items

17.4 Conflict of Interest

- (1) Any member of the SMC who identifies that they have a conflict of interest in a matter under consideration or to be determined will in advance indicate to the SMC the existence and nature of such conflict of interest.
- (2) Having regarded to the likely potential of conflicts of interest arising from time to time, the SMC has the discretion, by SMC poll, to allow or disallow the subject SMC member's participation in the discussion or determination.

17.5 Minutes

The Secretary shall cause to be kept written minutes of the discussions, determinations and proceedings of each SMC meeting, together with a list of the names of persons present. For the purpose of ensuring the accuracy of the recording of the minutes, the minutes of every SMC meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding SMC meeting verifying their accuracy once the minutes have been accepted at a subsequent meeting.

18 DELEGATED POWERS AND DUTIES

18.1 Delegates and Sub-Committees

- (1) The SMC may delegate any of its functions, powers or duties (except this power to delegate) to such Members and /or sub-committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such Member or sub-committee.
- (2) The SMC determines in writing the duties and powers afforded to any Member and / or sub-committee appointed in accordance with this Rule , and the Member or sub-committee shall, in the exercise of such delegated powers, conform to any policy or guideline that may be determined by the SMC.
- (3) The proceedings for any sub-committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the SMC set in these Rules.
- (4) Within 7 Days of any meeting of any sub-committee, the sub-committee shall send a copy of the minutes and any supporting documents to the Secretary.

18.2 Secretary

- (1) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of Executive Officers and other members of the SMC;

- (b) the names of SMC members present at a SMC meeting and the names of Members present at a General Meeting; and
 - (c) the decisions taken and business dealt with at SMC meetings and General Meetings.
- (2) The Secretary shall ensure that the minutes of meetings shall be signed by the Chair of the meeting or by the Chair of the next meeting.
 - (3) The Secretary shall provide to the Secretary of AERA a true copy of the minutes of the SMC meeting and any General Meeting within 28 Days following any meeting.
 - (4) The Secretary shall ensure that notice of a General Meetings and of agenda items is provided within 28 Days to all Member s.
 - (5) The Secretary shall ensure that notification of agenda items is provided within 7 Days to members of the SMC in the case of SMC meetings.

18.3 Treasurer

It is the duty of the Treasurer to ensure that:

- (a) all money due to VERA is collected and received and that all payments authorised by VERA are made;
- (b) correct books and accounts are kept showing the financial affairs of VERA including full details of all receipts and expenditures connected with the activities of VERA;
- (c) the true, current financial status of all VERA accounts and debts is reported to each SMC meeting
- (d) a true copy of the audited report of VERA for the past financial year is provided to the AGM of Members and also to AERA no later than 28 Days after the AGM.

RULES FOR GENERAL MEETINGS

19 ANNUAL GENERAL MEETING

19.1 Annual General Meeting to be Held

VERA shall annually convene an AGM of its Members in accordance with the provisions of the Act and on a date within 3 months of the end of the financial year and at a venue determined by the SMC.

19.2 Ordinary Business

The ordinary business of the AGM shall be to:

- (1) confirm the minutes of the last preceding AGM and of any General Meeting held since that meeting;
- (2) receive from the Executive Officers, reports upon the activities of VERA during the preceding year;
- (3) elect the members of the SMC, the Appeals Committee and Honorary Life Members; and
- (4) receive and consider the financial statement submitted by the SMC in accordance with section 30(3) of the Act.

19.3 Special Business

The AGM may transact special business of which notice is given in accordance with these Rules.

19.4 Other General Meetings

All General Meetings other than the AGM shall be Special General Meetings and shall be held in accordance with the provisions of these Rules.

20 SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

The SMC may, whenever it thinks fit convene a Special General Meeting and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

20.2 Requisition of Special General Meetings

- (1) The SMC shall on the requisition in writing by twice the number of members presently on the SMC plus one convene a Special General Meeting.
- (2) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the SMC.
- (3) If the SMC does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to VERA, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (4) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the SMC. All reasonable expenses incurred in convening the meeting shall be refunded by VERA to the persons incurring the expenses.

21 NOTICE OF MEETINGS

21.1 Notice to be Given

The Secretary shall, at least 28 Days before the date fixed for holding a General Meeting, send to each Member entitled to receive notice, a notice stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

21.2 Business of Meeting

- (1) No business other than that set out in the notice convening the meeting shall be discussed and voted upon at the meeting.
- (2) A Member desiring to bring any business before a meeting shall give at least one month's notice in writing of that business to the Secretary, who will include that business in a notice calling the next General Meeting after the receipt of the notice. Motions must be moved and seconded by Voting Members.

22 QUORUM AT MEETINGS

- (1) No item of business shall be voted upon at a General Meeting unless a quorum of Voting Members is personally present during the time when the meeting is considering that item.
- (2) The quorum for the transaction of the business at a General Meeting shall be twice the number of members presently on the SMC plus one personally present.
- (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 upon the request of Members is cancelled; and
 - (b) in any other case, stands adjourned to an agreed time and place and if at the so adjourned meeting a quorum is not present within half an hour after the appointed time of the meeting, the Members present (being not less than 7) constitute a quorum.

23 CHAIR AT MEETINGS

23.1 President to Chair

The President shall preside as Chair at each General Meeting of VERA. The Chair may with the meetings approval, appoint an alternative Chair for part of the meeting.

23.2 Where President Absent or Unwilling

- (1) If the President is absent from a General Meeting or unwilling to act, the Vice President shall preside as Chair.
- (2) If the Vice President is absent from a General Meeting or unwilling to act, the SMC members present shall elect 1 of their number to preside as Chair at the meeting.

23.3 Chair to Maintain Order

The Chair shall maintain order and conduct the meeting in a proper and orderly manner in accordance with the published agenda, and the Chair shall have the power to eject a Member for a specified time if that Member's behaviour is counter to the effective and orderly conduct of a General Meeting.

24 ADJOURNMENT OF MEETINGS

24.1 Chair May Adjourn Meeting

The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2 Further Notice

- (1) Where a meeting is adjourned for 14 Days or more, a notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (2) Except as provided in **Rule 24.2(1)** above, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. VOTING AT GENERAL MEETINGS

25.1 Voting Rights

- (1) Full, Limited and Honorary Life Members are entitled to vote at General Meetings.
- (2) Junior Members may attend and participate in debate at any General Meeting but shall not be entitled to vote.

25.2 Voting Procedure

- (1) All votes shall be given personally, or by proxy, except in the case where the vote is in relation to the election of the SMC members in which case the vote must be given personally (subject to **Rule 13.2(2)**).
- (2) Subject to **Rule 25.5**, a question arising at a General Meeting of VERA shall be determined on a show of hands.
- (3) Except for matters required to be treated as a Special Resolution, every question, matter or resolution shall be decided by a majority of votes of the Members present in person or by proxy or by postal vote made in accordance with these Rules.
- (4) In the case of an equal vote the question shall be deemed to be decided in the negative and the Chair of the meeting shall not have a second or casting vote.
- (5) A secret ballot will be held where in light of the matter under consideration it is determined best by the Chair of the General Meeting, or, at the request by poll of the Members present.
- (6) A Member is not entitled to vote at any General Meeting unless all monies due and payable to VERA have been paid.

25.3 Recording of Determinations

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of VERA is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

25.4 Proxies

- (1) A Member is entitled to appoint another Member as his or her proxy by notice given to the Secretary or Returning Officer where relevant in advance of the notified start time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be properly given in the form set out in the Appendices.

25.5 Poll at General Meetings

- (1) A poll may be taken of Members present at General Meetings on matters of meeting procedure and also where, in the view of the Chair of the meeting, an indicative vote on a matter under consideration is needed. Such an indicative vote is not binding on the SMC.
- (2) If at a meeting a poll is demanded by a majority of the Members present, it shall be taken in such manner as the Chair may direct and the resolution of the poll deemed to be a resolution of the meeting on that question.

- (3) A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

25.6 Postal Voting

- (1) Postal voting for all Members on an issue may be held in such instances and in accordance with such procedures as the SMC may determine
- (2) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by a Returning Officer appointed by the SMC.

OTHER RULES

26 GRIEVANCE PROCEDURES

- (1) Where a Member has a grievance with another Member or with VERA (but not being any of the grounds set out in **Rule 12**) and that Member considers the grievance warrants investigation and action by VERA that Member shall undertake the following procedure.

- (2) **Grievance Officer**

The Member shall contact the VERA grievance officer (“Grievance Officer”), appointed by the SMC (from nominations sought from all Members, except a member of the SMC), and advise they have a grievance. The identity of the nominated Grievance Officer will be made known to all Members. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievance Officer and marked “Private & Confidential”.

- (3) **Action by Grievance Officer**

- (a) Where a grievance has been received by the Grievance Officer he or she shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievance Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate. The Grievance Officer may require that the grievance and any supportive details be provided in writing by the aggrieved Member.
- (b) Where the Grievance Officer determines the grievance is legitimate he or she shall take all reasonable steps to resolve the grievance.
- (c) Where the Grievance Officer determines the grievance is not legitimate he or she shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievance Officer’s determination they may seek to resolve the grievance in accordance with the Act or otherwise at law.
- (d) Where the Grievance Officer is unable to resolve a grievance or considers the grievance of a very serious nature he or she shall report the grievance to the SMC for action.
- (e) All grievances received by the Grievance Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievance Officer on investigation shall be confidential and may be communicated only to the President and/or the SMC.

- (4) **Procedures by Grievance Officer**

In investigating a grievance and/or determining its legitimacy, the Grievance Officer shall:

- (a) observe and apply informal and fair procedures so far as they are practicable; and
- (b) ensure that natural justice is accorded to the parties to the grievance.

- (5) If the grievance is not resolved the aggrieved Member may seek to resolve the grievance in accordance with the Act or otherwise at law.

27 ALTERATION OF CONSTITUTION

- (1) The Constitution shall not be altered except by Special Resolution in accordance with the Act. A motion for such a Special Resolution must be determined by the SMC to be consistent with the AERA Rules prior to being put to Members for voting.
- (2) In addition, there shall be no alteration or amendment to this **Rule** without the consent of the relevant Minister under the Act.

28 LIABILITY OF MEMBERS AND DISSOLUTION

- (1) The liability of the Members is limited to an amount of twenty dollars (\$20.00).
- (2) Every Member undertakes to contribute to the assets in the event of it being wound up while a Member, for payment of the debts and liabilities contracted before the time at which he/she/they ceases to be a Member, and the costs, charges and expenses of winding up, such amount as may be required not exceeding twenty dollars (\$20.00).
- (3) If upon winding up or dissolution,, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of VERA and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members. Such bodies are to be determined by the Members of VERA at or before the time of dissolution,

29 INDEMNITY

- (1) Every SMC member, auditor, employee or agent of VERA is indemnified out of the property and assets of VERA against any liability incurred by him or her in his or her capacity in relation to VERA in defending any proceedings, in which judgment is given in his or her favour or in which he or she is acquitted.
- (2) VERA shall indemnify its SMC members and employees against all damages and costs (including legal costs) for which any such SMC member or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
 - (a) in the case of a SMC member performed or made whilst acting on behalf of and with the authority, express or implied of VERA; and
 - (b) in the case of an agent or an employee, performed or made in the course of, and within the scope of his or her employment by or contract with VERA.

30 SERVICE OF NOTICES

- (1) A notice may be served by or on behalf of VERA upon any Member personally, electronically or by sending it by registered post to the Member at their address recorded in the Register.
- (2) Where a posted document is properly addressed, prepaid and posted to a person, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

31 CUSTODY OF AND ACCESS TO BOOKS AND OTHER DOCUMENTS

- (1) Except as otherwise delegated, the Executive Officers shall keep in their custody or control all books, documents and securities of VERA.

- (2) All Members have access to the minutes of all General Meetings and the ratified minutes of SMC meetings.

32 FUNDS AND ACCOUNTS

- (1) The funds of VERA derive from ride fees, annual membership fees, donations and such other sources as the SMC determines.
- (2) The funds of VERA shall be banked in such bank as the SMC in its discretion determines.
- (3) Proper books of accounts shall be kept and maintained showing correctly VERA's financial affairs .
- (4) Bank statements showing the current financial affairs shall be available for scrutiny at each SMC meeting.
- (5) All moneys shall be banked as soon as practicable after receipt thereof.
- (6) All amounts of \$50 or over shall be paid by cheque.
- (7) All cheques, promissory notes and other negotiable instruments shall be signed by 2 of the Executive Officers or another member authorised from time to time by the SMC.
- (8) All expenditure shall be approved or ratified at a SMC meeting.
- (9) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of VERA at the close of that financial year.
- (10) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (11) The financial year of VERA commences on 1 January and concludes on 31 December each year.

33 POLICIES AND GUIDELINES

- 1) The SMC may make policies and guidelines and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such policies and guidelines have the same force and effect as the Rules, but do not in any way oppose or conflict with the Rules.
- 2) All Members have access to the policies and guidelines made under this Rule.

(APPENDICES)

App. 1

VICTORIAN ENDURANCE RIDERS ASSOCIATION INC

PROXY VOTING FORM

I/we, being voting members of VERA

Name Membership Number.....Signed:

Name Membership Number.....Signed:

Name Membership Number.....Signed:

Name Membership Number.....Signed:

hereby appoint Voting Member

Name Membership Number.....Signed:

as my proxy to vote on my behalf at the General Meeting/SMC Meeting dated: _____

and at any adjournment of such meeting.

This proxy applies **only** to any vote on the following pre-determined and specific subjects:

(Specify the subject in as much detail as possible, eg. to follow EFA guidelines for horse assessment)

- 1.
- 2.
- 3.
- 4.
- 5.

**THE VICTORIAN ENDURANCE RIDERS
ASSOCIATION INC
(A0008959W)**

CONSTITUTION

(STATEMENT OF PURPOSES, POWERS AND RULES)

(effective date – tbc)