

CONSTITUTION

of

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

PART I – PURPOSES AND POWERS

1 NAME

The name of the Association is The Victorian Endurance Riders Association Inc (A0008959W) (“VERA”).

2 PURPOSES OF VERA

The purposes for which VERA is established are to:

- (1) promote and provide control over Endurance Rides of 80 kms distance or more, and over non-competitive Training Rides of a lesser distance by way of rules and procedures as determined or approved by AERA, and/or in accordance with local rules which do not conflict in fact or intent, with those rules and/or procedures determined or approved by AERA.
- (2) promote and foster the sport of Endurance Riding by applying riding rules, procedures, conditions of entry, and veterinary procedures to be observed by all organisers of Endurance Rides and Training Rides affiliated with VERA.
- (3) ensure that riding rules, ride procedures and veterinary procedures are observed in a manner that provides protection for the welfare of horses ridden in Endurance Rides and Training Rides.
- (4) liaise with accredited members of the veterinary profession, the Royal Society for the Prevention of Cruelty to Animals or any other recognised body in relation to the welfare of horses in Endurance Rides.
- (5) 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”.
- (6) conduct, 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 contract with AERA.
- (7) conduct an annual Victorian Championship Endurance Ride to be over a distance of not less than 160 kms within a maximum elapsed time of 24 hours.
- (8) maintain complete and accurate records of the results of Endurance Rides conducted in the Victorian Division area and, where directed by the membership, to conduct an annual point score competition and to maintain an archive for the sport.
- (9) assist Zone Associations within the Division area. Any assistance provided must comply with all other conditions imposed by these rules.

- (10) educate, examine and accredit Members to be stewards and officials to assist in the efficient conduct of Endurance Rides and to maintain Registries of such accredited Members.
- (11) encourage and assist Members to compete in national and international Endurance Riding competitions and to select team members to represent the Victorian Division when necessary.
- (12) provide information and education on all aspects of Endurance Riding.
- (13) encourage the breeding of superior horses for the sport of Endurance Riding.
- (14) encourage the conduct of research into , and to disseminate information collected in relation to the performance, training, feeding, husbandry, diseases, physiology, injuries and genetics of horses in the sport of Endurance Riding.
- (15) act as the co-ordinating body for the sport of equine Endurance Riding in the Victorian Division area.
- (16) encourage competition which is free of prohibited drug use in both horse and rider.
- (17) generally promote and foster the interests of the sport of Endurance Riding.

3 **POWERS OF VERA**

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

- (1) acquire by purchase, exchange or otherwise, lands or tenements and to erect, replace, maintain, and adapt any buildings thereon and to sell, let, or deal with all or any such lands or tenements or any part of them;
- (2) purchase, take on, lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Management Committee for any of the purposes of VERA and to sell, manage, dispose of or otherwise deal with the same or any part thereof;
- (3) buy, sell and deal in all kinds of articles, commodities and provisions for the Members of VERA or persons attending VERA's functions;
- (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, and to obtain from any such government or authority any rights, privileges and concessions which the Management Committee considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) borrow, receive, invest and raise money, alone or jointly and in such manner as VERA may determine from time to time;
- (6) lend and advance money or give credit to any person or body corporate, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (7) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;

- (8) take any gift of property whether subject to any special trust or not for any one or more of the purposes of VERA;
- (9) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of VERA;
- (10) 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;
- (11) amalgamate, merge or otherwise takeover any one or more incorporated associations having purposes altogether or in part similar to those of VERA, and to transfer the assets of VERA to such amalgamated entity;
- (12) apply the income and assets of VERA to the promotion of the purposes of VERA;
- (13) appoint, hire, employ, remove, replace or reinstate employees, contractors and other persons in and for carrying out the purposes of VERA and to remunerate them in return for services rendered to VERA;
- (14) subscribe to any charities and to grant donations for any public purpose;
- (15) develop, create, licence and otherwise exploit, use and protect such Intellectual Property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of VERA;
- (16) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of VERA and for that purpose, utilise any of the assets of or held on behalf of VERA;
- (17) promote any other person or company for any purpose calculated to benefit VERA;
- (18) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of VERA or generally for any purpose calculated to benefit VERA;
- (19) take legal proceedings of any nature;
- (20) take and effect insurance;
- (21) exercise the powers and duties derived from the AERA Rules as amended and documented from time to time; and
- (22) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of VERA.

4 **APPLICATION OF INCOME**

- 4.1 The income and property of VERA shall be applied solely towards the promotion of 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.

PART II - INTERPRETATION

5 INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“AERA” means The Australian Endurance Riders Association Incorporated.

“Appeal Committee” means a committee of VERA of that name comprised, and having such functions, as set out in **Rule 13.7**.

“By Laws” means any by law made by the Management Committee under **Rule 36**.

“Compliance Sub Committee” means a sub-committee of VERA of that name comprised, and having such functions, as set out in **Rule 13**.

“Day” means a calendar day.

“Endurance Ride” means a competitive endurance event, affiliated with VERA for horses and riders which tests the endurance of both over a distance of at least 80kms.

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

“General Meeting” means a meeting of Members convened in accordance with **Rules 20 and 21**.

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

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to VERA or activity conducted, promoted or administered by VERA.

“Management Committee” means a committee consisting of elected members or their duly appointed replacements as set out in **Rule 14.2**.

“Member” means a member of VERA for the time being under **Rule 8** and “Members” means all the Members collectively of VERA for the time being under **Rule 8**.

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

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

“Register” means the register of Members kept in accordance with **Rule 11**.

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

“Seal” means the common seal of VERA and includes any official seal of VERA.

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

“Special Resolution” is a special resolution in accordance with the Act.

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

“Training Ride” means a non-competitive endurance event affiliated with VERA for horses and riders which provides endurance training for both over a distance of less than 60kms.

“VERA” means The Victorian Endurance Riders Association Incorporated.

“Voting Member” means a Member with voting rights under **Rule 26.1**.

“Zone Association” means an association created by the Management Committee in accordance with **Rule 7.3**.

“Zone Representative” means a representative appointed under **Rule 7.5 and 7.6**.

5.2 Interpretation

In this Constitution:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include the other genders;
- (5) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (6) references to persons include corporations and bodies politic;
- (7) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (8) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (9) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (10) 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 purpose or power. 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.

5.3 **Enforceability**

To the extent that any Rule shall be 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 severed to the extent of the invalidity or unenforceability and the remaining provisions of the Constitution shall apply and be enforceable.

6 **REGISTERED ADDRESS**

6.1 The Registered address of VERA shall be determined by the Management Committee from time to time.

7 **ZONE ASSOCIATIONS**

7.1 VERA shall act as the controlling body in Victoria on behalf of its Members as a division of AERA.

7.2 The land area to which VERA shall refer will be the State of Victoria and such other areas as may be determined by consultation between the Management Committee of VERA and AERA.

7.3 The Management Committee has the discretion to create Zone Associations. It shall determine the number of, and geographical area of all Zone Associations within Victoria.

7.4 A Zone Association may be comprised of any number of members, but must at a minimum maintain, ten Voting Members. Should the number of such members drop and remain below four for a period of no less than 28 Days the Management Committee must be notified. The Management Committee has the discretion to determine and direct that the Zone Association cease to exist.

7.5 Each Zone Association shall be entitled to be represented on the Management Committee.

7.6 The Zone Association is entitled to appoint one representative by written notification to the Management Committee.

7.7 Written notification of a Zone Representative's appointment must be received and approved by the Management Committee before recognised by VERA.

7.8 Members of a Zone Association must be Members of VERA.

7.9 Zone Associations shall conduct an annual general meeting to elect office bearers, committee members and a Zone Representative.

7.10 Zone Associations shall within 21 Days of all Zone Association committee of management meetings and the annual general meeting, furnish copies of all financial statements prepared for or submitted to the Zone Association committee of management and upon request by VERA, copies of the minutes of all such meetings.

7.11 Zone Associations shall be conducted under the same rules as VERA, with such modification as is necessary to reflect the nature of a Zone Association.

PART III - MEMBERSHIP

8 MEMBERSHIP OF VERA

8.1 Classes of Member

The Members of VERA shall be, and shall be divided into, the following classes:

- (1) Ordinary Members;
- (2) Honorary Life Member;
- (3) Associate Member;
- (4) Junior Member;
- (5) Training Ride Membership; and
- (6) such other class or classes of Members as determined by the Management Committee from time to time.

The Management Committee may prescribe such further conditions of membership by By Laws from time to time.

8.2 Creation of New Categories

The Management Committee has the right to create from time to time, new classes of membership with such rights, privileges and obligations as are 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.

8.3 Ordinary Member

An Ordinary Member shall:

- (a) be sixteen years of age or older. A Member attaining the age of sixteen years during the membership year shall be deemed an Ordinary Member for that entire year and shall be entitled to vote at any General Meeting of VERA; and
- (b) be considered to be a Member as defined by the riding rules of VERA.

8.4 Honorary Life Members

- (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 of VERA, and shall appear in the notices of motion provided to Members prior to the Annual General Meeting.

- (3) An Honorary Life Member shall not be required to pay a membership fee to VERA, but shall have voting rights as an Ordinary Member.

8.5 Associate Members

An Associate Member is a person whose intention is not to ride but who is subsequently able to ride only in training rides and upon payment of day membership. An Associate Member is not entitled to vote.

8.6 Junior Member

A Junior Member is a person under sixteen years of age who does not attain the age of sixteen years in the current membership year. A Junior Member shall not be entitled to vote.

8.7 Training Ride Membership

- (1) A Training Ride Member shall, upon payment of the prescribed fee, be entitled to compete in Training Rides only, but shall not be entitled to vote at General Meetings of VERA.
- (2) A Training Ride Member may upgrade or change his/her class of membership during a membership year by making written application and paying an additional fee as set by the Management Committee from time to time.

8.8 Application For Membership

- (1) To apply for membership of VERA, the individual seeking membership must:
- (a) apply in writing by submitting to the Membership Secretary the signed application form as set out in Appendix 1 which may be varied by the Membership Secretary from time to time; and
 - (b) submit the signed and completed form with the appropriate fee or fees.
- (2) As soon as is practicable after the receipt of an application under **Rule 8.9(1)**, the Membership Secretary shall upon delegation from the Management Committee, determine whether to approve the application.
- (3) If the application for membership is approved, the Membership Secretary shall determine the appropriate class of membership, allocate a unique Membership Number, and as soon as practicable, notify the applicant in writing of these details. The Membership Secretary shall enter the applicant's name on the Register and upon the name of the applicant being so entered, the applicant becomes a Member. The Membership Secretary shall also enter the class of membership afforded to a Member.
- (4) If the Membership Secretary 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 Secretary shall, as soon as practicable refer the application to the Management Committee for a decision. Upon such decision the Membership Secretary shall notify the applicant in writing of that decision.

8.9 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 and the By-Laws of both VERA and AERA;
 - (b) they shall comply with and observe these Rules, the By-Laws and any policy, determination or resolution which may be made or passed by the Management Committee or any duly authorised committee;
 - (c) by submitting to these Rules and the By-Laws they are subject to the jurisdiction of VERA;
 - (d) the Rules and By-Laws of both VERA and AERA are necessary and reasonable for promoting the purposes of VERA; and
 - (e) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Management Committee.
- (2) Members may by virtue of membership of VERA:
 - (a) express in writing or otherwise their views and opinions to the Management Committee and in any meeting in respect of which they are entitled to participate in accordance with these Rules;
 - (b) engage and participate in any activity approved, sponsored or recognised by VERA; and
 - (c) conduct any activity approved by VERA.
- (3) A right, privilege or obligation of a person by reason of their membership of VERA:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

9 CESSATION OF MEMBERSHIP

A person ceases to be a Member of VERA if the person:

- (a) dies;
- (b) resigns as a Member in accordance with **Rule 10**;
- (c) does not renew membership by application and payment of the appropriate fee, within one (1) month of the membership renewal being due; or
- (d) is expelled under **Rule 13**.

10 RESIGNATION OF MEMBERS

10.1 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 Secretary of such intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.

10.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 10.1** and in every other case where a Member ceases to be a Member, 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 Secretary.

10.3 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon VERA and its property including Intellectual Property.

10.4 Refund

The Management Committee may at its absolute discretion refund part of the paid membership fee to a member upon resignation.

11 REGISTER OF MEMBERS

11.1 The Membership Secretary of VERA shall maintain a Register, specifying the name and contact details of each person who is a Member of VERA together with the date on which the person's membership fee was paid and their membership class and Membership Number.

11.2 The Register shall be available for inspection by any Member at any reasonable hour, upon reasonable request and in compliance with relevant personal privacy guidelines, policies or laws.

12 FEES, SUBSCRIPTIONS AND OTHER CHARGES

The annual membership subscriptions and fees payable by Members or categories of Members to VERA, the time for, and manner of payment, shall be as determined by the Management Committee from time to time.

13 DISCIPLINING OF MEMBERS

13.1 Matters which may be referred to Compliance Sub Committee

The Management Committee in its sole discretion may refer any of the following matters for investigation or determination by the Compliance Sub Committee, namely an allegation (which in the opinion of the Management Committee is not vexatious, trifling or frivolous) that:

- (a) a Member has breached, failed, refused or neglected to comply with a provision of the AERA rules, these Rules, the By Laws or any other resolution or determination of the Management Committee or duly authorised committee; or

- (b) a Member has acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the VERA or Endurance Riding; or
- (c) a Member has brought VERA or Endurance Riding into disrepute; or
- (d) the Member's Horse has injured or damaged or put any person Horse or property at unnecessary or unreasonable risk.

Such grounds do not constitute a grievance, and **Rule 27** does not apply.

13.2 **Submission to Jurisdiction**

All Members will be subject to, and submit unreservedly to the powers, procedures, penalties and appeal mechanisms of VERA set out in this **Rule 13**.

13.3 **Ongoing participation**

During investigatory or disciplinary proceedings under this **Rule 13 ("proceedings")**, the Member in question may continue to participate in Endurance Rides and Training Rides, pending the determination of the proceedings (including any available appeal) unless the Management Committee decides such continued participation should be suspended having regard to the matter at hand. Any suspension of participation of a Member while investigatory or disciplinary proceedings are taking place, is not subject to appeal.

13.4 **Referral to Compliance Sub Committee**

- (a) The Management Committee may commence or cause to be commenced any proceedings against a Member by referring the matter to the Compliance Sub Committee to hear a matter or matters under this **Rule 13**. The Compliance Sub Committee shall comprise of 3 members of the Management Committee (excluding the President), as selected by the Management Committee, one of whom shall be appointed the chair.
- (b) A referral to the Compliance Sub Committee shall be upon motion being passed by the Management Committee, in writing and accompanied by any documentary or other evidence that is available to the Management Committee. The referral shall be clear and unambiguous, stating precisely the matter to be determined.
- (c) No person who is an interested party (as determined by the Management Committee) shall participate in the determination of the proceedings in any way.
- (d) On receipt of the referral, the chair of the Compliance Sub Committee shall, in consultation with the remaining members of the Compliance Sub Committee, determine an appropriate date, time and place for a hearing by the Compliance Sub Committee. Such hearing shall be no less than 14 Days and no more than 35 Days from the receipt of the referral, unless the matter is deemed to require urgent attention, in which case the Member in question and the Compliance Sub Committee may agree on a variation of the time frame set out in this **Rule 13**, having regard to the availability of key witnesses, amongst other things.
- (e) The chair of the Compliance Sub Committee shall notify the remaining members of the Compliance Sub Committee, the Member in question and any complainant of the date, time and place of the hearing, and in addition, shall advise that each party to the proceedings has the right:

- (i) to make written submissions not less than 7 Days prior to the date of the hearing; and
 - (ii) to appear at the hearing.
- (f) The Management Committee on behalf of and upon being requested by the chair of the Compliance Sub Committee may invite a legally qualified person to be present at the hearing to render advice or assistance concerning any legal issue raised in the hearing, provided that such person shall not participate in any deliberations or vote of the Compliance Sub Committee in relation to its findings or its decision.
- (g) Subject to this Rule, the Compliance Sub Committee shall in accordance with the principles of natural justice, conduct the hearing as it sees fit, and in particular shall not be bound by rules of evidence, or unnecessary formality. The Member in question must be advised of the hearing procedure as determined by the Compliance Sub Committee at the time of being notified of the hearing date. The Member in question shall not be entitled to legal representation but may have a support person of his/her choosing present.
- (h) The Compliance Sub Committee shall be entitled to call such evidence as it thinks fit, and all Members shall provide such evidence as they are able. The Compliance Sub Committee may adjourn the hearing.
- (i) If the Compliance Sub Committee, having taken into account the written and verbal submissions and other evidence of the parties, considers the allegations sustained, the Compliance Sub Committee may impose such penalty as it considers appropriate in accordance with **Rule 13.5**. In all other cases, the proceedings shall be dismissed. However, the Management Committee has the discretion to re-refer a matter to the Compliance Sub Committee if at any time in the future new evidence in connection with the original allegation comes to hand.
- (j) If a decision cannot be given immediately after the proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty, the reasons for the decision and notice of the person's appeal rights shall be given in writing and signed by the Compliance Sub Committee chair.

13.5 Penalties

- (a) Penalties which may be imposed by the Compliance Sub Committee include:
- (i) a reprimand;
 - (ii) suspension from membership, or from riding or from other activities, on such terms and for such period as is seen fit;
 - (iii) exclusion from a particular activity, event or events;
 - (iv) expulsion for such period as is seen fit;
 - (v) fines, imposed in such manner and in such amount as is reasonable in all the circumstances of the matter;
 - (vi) such combination of any of the above penalties as is seen fit;

- (vii) such other penalty, action or educative process as the Compliance Sub Committee sees fit.
- (b) In determining the penalty to impose the Compliance Sub Committee 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.

13.6 **Effect of Penalty**

- (a) Where a Member is suspended from membership under this **Rule 13**, all membership and representation rights and privileges in VERA shall be forfeited during the period of such suspension.
- (b) Where a Member is expelled under this **Rule 13**, membership and representation rights and privileges in VERA shall be forfeited immediately and membership shall cease. **Rule 9** of these Rules shall apply.

13.7 **Appeal Committee**

Subject to these Rules the Appeals Committee will act as final arbiter on all disciplinary matters referred to it.

- (a) Five Members shall be elected at the Annual General Meeting as Appeal Committee members. The Appeal Committee members elected may hear an appeal to the Appeals Committee. The Appeals Committee hearing an appeal shall comprise of 3 members of the 5 elected Appeal Committee members, as selected by the Management Committee, one of whom shall be appointed the chair.
- (b) The lodgement of an appeal must be accompanied by a lodgement fee, set from time to time by the Management Committee, and fully refundable to the Member if the penalty or adverse finding of the Compliance Sub Committee is revoked or a lesser penalty imposed.
- (c) An appeal lodged with VERA, in writing within 14 Days of the determination of the Compliance Sub Committee and specifying the grounds of appeal, by a Member who has received a penalty or is the subject of an adverse finding by the Compliance Sub Committee shall be referred to the Management Committee for consideration. If the Management Committee in its sole discretion considers the appeal has merit and is not in the opinion of the Management Committee vexatious, trifling or frivolous, the Management Committee will refer the appeal to an Appeals Committee for consideration and determination.

- (d) The decision of the Management Committee in rejecting an appeal by a Member under this **Rule 13.7** shall be final and not subject to further appeal.
- (e) The proceedings of an Appeal Committee in convening, hearing and determining an appeal shall be similar to or the same as those in respect of a Compliance Sub Committee set out in **Rule 13.4**, with such incidental variations as are appropriate or necessary. Any dispute as to the application of this Rule shall be determined by the Management Committee in its sole discretion.
- (f) In the matter of an appeal under **Rule 13.7**, an Appeal Committee may in its sole discretion confirm or revoke the penalty or adverse finding of the Compliance Sub Committee, or may decide not to confirm or revoke such penalty but instead impose any alternate penalties available under **Rule 13.5**.
- (g) The effect of any penalty imposed by an Appeal Committee shall be the same as set down in **Rule 13.6**. The decision of an Appeal Committee under this **Rule 13.7** shall be final and not subject to further appeal.

PART IV – MANAGEMENT COMMITTEE

14 MANAGEMENT COMMITTEE

14.1 Powers of the Management Committee

- (1) The affairs of VERA shall be managed by a Management Committee constituted under **Rule 14.2**.
- (2) Subject to these Rules and the Act, the Management Committee:
 - (a) shall control and manage the business and affairs of VERA;
 - (b) may exercise 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 Management Committee to be essential for the proper management of the business and affairs of VERA; and
 - (d) shall interpret the meaning of these Rules and By Laws and any matter relating to VERA which these Rules as silent, provided that any such interpretation is consistent with the AERA Rules.

14.2 Management Committee Composition

- (1) The Management Committee shall consist of:
 - (a) the Executive Officers (all of whom shall be Ordinary Members of VERA and elected at an Annual General Meeting);
 - (b) a Zone Representative from each Zone Association (all of whom shall be Ordinary Members of VERA and appointed in accordance with **Rule 7.6 and 7.7**);
 - (c) up to ten other members (all of whom shall be Ordinary Members of VERA and elected at an Annual General Meeting); and

- (d) any number of co-opted persons (as ex officio with no voting rights appointed by the Management Committee).
- (2) The Executive Officers shall be:
 - (a) a President;
 - (b) a Vice President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (3) The members of the Management Committee (other than the Zone Representatives and any co-opted members, if any) shall be elected in accordance with **Rule 15**.
- (4) Management Committee members must be Voting Members at the time of nomination and election.

14.3 **Term of Appointment**

- (1) The Zone Representatives appointed to the Management Committee in accordance with **Rule 7.6 and 7.7** shall hold office until the succeeding Annual General Meeting following the date of their election, but are eligible for re-election.
- (2) The members elected to the Management Committee, with the exception of Zone Representatives, shall all 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.

14.4 **Portfolios**

The Management Committee may determine the interests of VERA are best served by the allocation of portfolios to Management Committee members. The Management Committee shall be entitled to vary the titles and portfolios of each of the Management Committee members in accordance with the needs of VERA from time to time.

14.5 **President as Chair**

The President shall be the nominal head of VERA and will act as Chair of any Management Committee meeting at which he or she is present. If the President is not present, or is unwilling or unable to preside, the Vice-President shall, subject to these Rules, preside as Chair for that meeting only. If the Vice-President is not present, or is unwilling or unable to preside, the remaining Management Committee members shall appoint one of their number to preside as Chair for that meeting only.

15 **ELECTION OF THE MANAGEMENT COMMITTEE**

15.1 **Nominations of Candidates**

- (1) Nominations of candidates for election as members of the Management Committee shall be:

- (a) made in writing, signed by two (2) Members of VERA and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of VERA 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 Management Committee, but if voted into the first vacant position the second nomination automatically lapses.
 - (3) If insufficient nominations are received to fill all vacancies on the Management Committee the candidates nominated shall be deemed to be elected and further nominations shall 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 Management Committee.

15.2 **Voting Procedures**

- (1) Each Member entitled to vote on the election of the Management Committee members 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 Management Committee members. Postal votes are available upon written request in accordance with **Rule 15.2(2)**.
- (2) The Management Committee shall, where a Member requests in writing to vote by post accept the postal vote, provided that the Member has made a request in writing 14 Days before the date of the Annual General Meeting and the Secretary receives the postal vote 3 Days before the date of the Annual General Meeting.

15.3 **Returning Officer**

The returning officer may be appointed by the Management Committee for such purposes as may be required from time to time relating to the election of the Management Committee members. The responsibilities of the returning officer shall be as specified by the Management Committee upon the appointment.

16 **VACANCY ON THE MANAGEMENT COMMITTEE**

16.1 **Grounds for Termination of Position of Management Committee Member**

For the purposes of these Rules, the office of a Management Committee members becomes vacant if the member:

- (1) ceases to be a Member of VERA;
- (2) becomes an insolvent under administration within the meaning of the Corporations Law;
- (3) resigns his or her office by notice in writing given to VERA;

- (4) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law 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 Management Committee without having previously obtained leave of absence or provided reasonable excuse for his absence at such meetings.

16.2 **Removal of Management Committee Member by Members**

- (1) VERA in a Special General Meeting may by Special Resolution remove any Management Committee member, before the expiration of his or her term of office and appoint another Ordinary Member in their stead to hold office until the expiration of the term of the first mentioned Management Committee member.
- (2) Where the Management Committee member to whom a proposed resolution referred to in **Rule 16.3(1)** makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Management Committee member may require that they be read out at the meeting, and the representations shall be so read.

16.3 **Casual Vacancy**

- (1) In the event of a casual vacancy in the office of any Management Committee member, the Management Committee may appoint an Ordinary Member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of their appointment.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if their number is reduced below the number fixed by these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number, but for no other purpose.

17 **LEAVE OF ABSENCE**

17.1 **Grant of Leave of Absence**

The Management Committee shall grant a leave of absence to a Management Committee member for a period not exceeding 3 months, on the submission of a written application for such leave to the President (or in the case of the President seeking leave, the Vice President).

17.2 **Discretion as to Leave of Absence**

The Management Committee may, in its discretion, grant leave of absence to a Management Committee member for such period as it sees fit following consideration of an application submitted in writing, provided:

- (1) if such period is less than 1 year, the Management Committee may appoint a temporary replacement from amongst the Ordinary Members;

- (2) if such period is 1 year or more, that Management Committee 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 leave of absence exceed the remaining term of office of the Management Committee member.

18 QUORUM AND PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS

18.1 Convening a Management Committee Meeting

- (1) The Management Committee shall meet at least once every two calendar months to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the President or by the Secretary on the requisition in writing signed by not less than one-third of the Management Committee members. Such requisition shall clearly state the reasons the special meeting is being convened and the nature of the business to be transacted thereat.
- (3) Unless all Management Committee 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 of the Management Committee shall be given to each Management Committee member.
- (4) Written notice of each Management Committee meeting, specifying the general nature of the business to be transacted, shall be served on each Management Committee 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 means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

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

18.2 Quorum

- (1) At every meeting of the Management Committee the presence of one less than half the members elected and/or appointed to the Management Committee as at the close of the last Annual General Meeting, rounded up to the next whole number, shall constitute 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 Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee 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.

- (3) Subject to **Rule 16.3**, the Management Committee may act notwithstanding any vacancy.

18.3 Procedures at Meetings

- (1) At meetings of the Management Committee:
- (a) the President shall preside; and
 - (b) if the President is absent or unwilling to act, the Vice President shall preside; and
 - (c) if the Vice President is absent or unwilling to act, the Management Committee shall appoint one of its members to preside for the meeting.
- (2) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee 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 Management Committee member present at a meeting of the Management Committee (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 of casting vote. A Management Committee 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, telex or other form of visible or other electronic communication by all the Management Committee members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Management Committee members.
- (5) Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a meeting of Management Committee members may be held where one or more of the Management Committee 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 Management Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee and such notice specifies that Management Committee 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 Management Committee members which constitutes a quorum, and none of such Management Committee

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; and

- (d) any meeting held where one or more of the Management Committee members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Management Committee member is there present and if no Management Committee member is there present the meeting shall be deemed to be held at the place where the Chair of the meeting is located.

18.4 Minutes

The Secretary shall cause to be kept minutes of the resolutions and proceedings of each Management Committee meeting to be entered in a written record provided for that purpose, together with a list of the names of persons present at all meetings. For the purpose of ensuring the accuracy of the recording of the minutes, the minutes of every Management Committee meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Management Committee meeting verifying their accuracy.

19 DELEGATED POWERS AND DUTIES

19.1 Delegates and Sub-Committees

- (1) The Management Committee 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 Management Committee shall determine in writing the duties and powers afforded to any Member and / or sub-committee appointed in accordance with **Rule 19.1(1)**, and the Member or sub-committee shall, in the exercise of such delegated powers, conform to any directions or By Law that may be prescribed by the Management Committee.
- (3) The proceedings for any sub-committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Management Committee in **Rule 18**.
- (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.

19.2 Secretary

- (1) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of Executive Officers and other members of the Management Committee;
 - (b) the names of members of the Management Committee present at a Management Committee meeting and the names of Members present at a General Meeting; and
 - (c) the decisions taken and business dealt with at Management Committee

meetings and General Meetings.

- (2) The Secretary shall ensure that the minutes of proceedings at a meeting 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 Management Committee meeting and any General Meeting within 28 Days following any meeting.
- (4) The Secretary shall ensure that notification of agenda items are provided within 28 Days to Member entitled to notice of a General Meetings.
- (5) The Secretary shall ensure that notification of agenda items are provided within 7 Days to members of the Management Committee in the case of Management Committee meetings.

19.3 **Treasurer**

It is the duty of the Treasurer of VERA 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) a true copy of the audited report of VERA for the immediate past financial year is provided to the Secretary of AERA no later than 28 Days after the close of the Annual General Meeting.

PART V – GENERAL MEETINGS

20 **ANNUAL GENERAL MEETING**

20.1 **Annual General Meeting to be Held**

VERA shall in each calendar year convene and hold an Annual General Meeting 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 to be determined by the Management Committee.

20.2 **Ordinary Business**

The ordinary business of the Annual General Meeting shall be to:

- (1) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (2) receive from the Management Committee and from Executive Officers, where appropriate, reports upon the transactions of VERA during the last preceding year;
- (3) elect the members of the Management Committee, the Appeals Committee and Honorary Life Members; and

- (4) receive and consider the statement submitted by the Management Committee in accordance with section 30(3) of the Act.

20.3 **Special Business**

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

20.4 **Additional Meeting**

The Annual General Meeting shall be in addition to any other General Meeting that may be held in the same year.

20.5 **Entitlement to Vote**

The only persons entitled to vote at Annual General Meetings of VERA shall be the Voting Members.

20.6 **Other General Meetings**

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

21 **SPECIAL GENERAL MEETINGS**

21.1 **Special General Meetings May be Held**

The Management Committee may, whenever it thinks fit convene a Special General Meeting of VERA 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.

21.2 **Requisition of Special General Meetings**

- (1) The Management Committee shall on the requisition in writing by twice the number of members presently on the Management Committee 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 VERA and may consist of several documents in a like form, each signed by 1 or more of the Members making the requisition.
- (3) If the Management Committee 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 Management Committee. All reasonable expenses incurred in convening the meeting shall be refunded by VERA to the persons incurring the expenses.

22 NOTICE OF MEETINGS

22.1 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.

22.2 Business of Meeting

- (1) No business other than that set out in the notice convening the meeting shall be transacted 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, which shall 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.

23 PROCEEDINGS AT MEETINGS

23.1 Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

23.2 Quorum

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote 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 Management Committee 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 requisition of Members, shall be dissolved; and
 - (b) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 7) shall be a quorum.

24 CHAIR AT MEETINGS

24.1 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.

24.2 **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 Management Committee members present shall elect 1 of their number to preside as Chair at the meeting.

24.3 **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.

25 **ADJOURNMENT OF MEETINGS**

25.1 **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.

25.2 **Further Notice**

- (1) Where a meeting is adjourned for 14 Days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (2) Except as provided in **Rule 25.2(1)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. **VOTING AT GENERAL MEETINGS**

26.1 **Voting Rights**

Unless and until otherwise determined by the Management Committee, Members shall have the following voting rights in General Meeting:

- (1) Ordinary Members and Honorary Life Members shall be entitled to 1 vote at General Meetings of VERA.
- (2) Junior Members, Associate Members and Training Members may attend and participate in debate at any General Meeting of VERA but shall not be entitled to vote.

26.2 **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 Management Committee members in which case the vote must be given personally (subject to **Rule 15.2(2)**).
- (2) Subject to **Rule 26.5**, 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, subject to **Rule 26.6** by postal vote.
- (4) In the case of an equality of voting 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.
- (5) A Member is not entitled to vote at any General Meeting unless all monies due and payable to VERA have been paid.

26.3 **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.

26.4 **Proxies**

- (1) Subject to **Rule 26.2(1)** each Member shall be entitled to appoint another Member as his or her proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

26.5 **Poll at General Meetings**

- (1) If at a meeting a poll on any question is demanded by one fifth of the Members present, it shall be taken at the meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) 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.

26.6 **Postal Voting**

- (1) Postal voting may be held from time to time in such instances as the Management Committee may determine and shall be held in accordance with procedures prescribed by the Management Committee.
- (2) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by a returning officer duly appointed by the Management Committee to conduct the ballot.

PART VI MISCELLANEOUS

27 **GRIEVANCE PROCEDURES**

- (1) Where a Member of VERA has a grievance with another Member or with VERA (but not being any of the grounds set out in **Rule 13**) and that Member considers the grievance warrants investigation and action by VERA that Member shall follow the following

procedure.

(2) **Grievance Officer**

The Member shall contact, either by telephone or in writing, the VERA grievance officer (“Grievance Officer”), appointed by the Management Committee (from nominations sought from all Members, except a member of the Management Committee), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievance Officer will be communicated in writing to all Members of VERA. 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 they shall report the grievance to the President and/or the Management Committee for action.
- (e) All grievance 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 Management Committee.

(4) **Procedures by Grievance Officer**

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

- (a) observe and apply the procedures applicable to a proceeding before the Appeals Committee under **Rule 13.7** of these Rules in so far as they are applicable; 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.

28 **SEAL**

- (1) The Seal of VERA shall be kept in the custody of the Secretary or such other Executive Officer as determined by the Management Committee from time to time.

- (2) The Seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Seal shall be attested by the signatures of 2 Management Committee members.

29 **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 Management Committee to be consistent with the AERA Rules prior to being put to Members for voting.
- (2) In addition, there shall be no alternation or amendment to **Rule 30** and **Rule 31** without the consent of the relevant Minister under the Act.

30 **LIABILITY OF MEMBERS AND DISSOLUTION**

- (1) The liability of the Members of VERA is limited to an amount of twenty dollars (\$20.00).
- (2) Every Member of VERA undertakes to contribute to the assets of VERA in the event of it being wound up while a Member, for payment of the debts and liabilities of VERA 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 of VERA, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of VERA, 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 or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members. Such body or bodies to be determined by the Members of VERA at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

31 **AUTHORITY TO TRADE**

VERA is authorised to trade in accordance with section 51 of the Act.

32 **INDEMNITY**

- (1) Every Management Committee member, auditor, employee or agent of VERA shall be indemnified out of the property and assets of VERA against any liability incurred by him or her in his or her capacity as Management Committee member, auditor or agent 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 Management Committee members and employees against all damages and costs (including legal costs) for which any such Management Committee 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 Management Committee 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.

33 SERVICE OF NOTICES

- (1) A notice may be served by or on behalf of VERA upon any Member either personally or by sending it by post to the Member at their address shown in the Register.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, 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.

34 CUSTODY OF BOOKS AND OTHER DOCUMENTS AND INSPECTION

- (1) Except as otherwise delegated, the Executive Officers shall keep in their custody or control all books, documents and securities of VERA.
- (2) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be documented and available for inspection at all reasonable times by a Member who previously applies to the Secretary for that inspection.
- (3) A copy of the minutes may be requested by a Member and will be supplied upon payment of the relevant expense in providing a copy, such fee to be determined by the Management Committee.

35 FUNDS AND ACCOUNTS

- (1) The funds of VERA shall be derived from ride fees, annual membership subscriptions, donations and such other sources as the Management Committee determines.
- (2) The funds of VERA shall be banked in the name of VERA in such bank as the Management Committee may from time to time direct.
- (3) Proper books of accounts shall be kept and maintained showing correctly the financial affairs of VERA and the particulars usually shown in books of a like nature.
- (4) All moneys shall be banked as soon as practicable after receipt thereof.
- (5) All amounts of \$50 or over shall be paid by cheque.
- (6) All cheques, drafts, bill of exchange, 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 Management Committee.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) 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.
- (9) 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.

- (10) The financial year of VERA shall commence on 1 January and conclude on 31 December each year.

36 **BY – LAWS AND POLICIES**

- (1) The Management Committee may make By-Laws and policies and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such By-Laws and policies shall have the same force and effect as the Rules, but shall not be in any way opposed or in conflict with the Rules. Such By-Laws and policies shall be available to all Members for inspection at reasonable request.
- (2) All by-laws and policies of VERA in force at the date of the approval of these Rules under the Act insofar as such by laws and policies are not inconsistent with these Rules, shall be deemed to be By Laws and policies under this Rule.

APPENDIX 1

**THE VICTORIAN ENDURANCE RIDERS ASSOCIATION INC.
("VERA")**

APPLICATION FOR MEMBERSHIP

APPENDIX 2

**THE VICTORIAN ENDURANCE RIDERS ASSOCIATION INC.
("VERA")**

PROXY FORM

I, _____ (name of Member and Membership Number), of

(name of Member, where applicable), being a Member of VERA, hereby appoint
(name of proxy and Membership Number) of

being a Member of VERA, as my proxy to vote for me on my behalf at the *annual general * general meeting of
VERA to be held on the _____ day of _____
and at any adjournment of that meeting.

This form is to be used *against/*in favour of the resolution.

Signed this _____ day of _____ 19____

(Signature of Member)

*Strike out whichever is not desired.

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