



Australian Trail Horse Riders Association

CONSTITUTION APRIL 2005 CONTENTS

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This is Annexure A of 13 pages referred to in the Notice of Alteration of Objects or Rules.

Signed by me and dated:

.....
(Debra Ann Bernbrock Avis, Public Officer)

The rules of the AUSTRALIAN TRAIL HORSE RIDERS ASSOCIATION herein are in accordance with Section 11 and contain those matters specified in Schedule 1, of the *Associations Incorporation Act 1984*.

Signed:

.....
(Debra Ann Bernbrock Avis, Public Officer)

A.

AUSTRALIAN TRAIL HORSE RIDERS ASSOCIATION **CONSTITUTION**

1. NAME

The name of the organisation will be the Australian Trail Horse Riders Association Incorporated, also referred to in this Constitution as ATHRA.

2. OBJECTS AND AIMS

The aim of ATHRA is to encourage, promote and publicize the recreation of horse riding along trails throughout Australia, and in furtherance of this aim:

- 2.1 to work for the establishment, legislation and preservation of horse riding trails throughout Australia, and to co-operate with other user groups, and with Government Departments to achieve this aim,
- 2.2 to help maintain the integrity of the Bi-Centennial National Trail, and any other especially designated trails for horse riding,
- 2.3 to encourage and help horse riders form clubs or branches of ATHRA,
- 2.4 to encourage family participation in safe, non-competitive horse riding,
- 2.5 to foster awareness of the usefulness, abilities and historical cultural significance of the horse in Australia,
- 2.6 to educate horse riders in the protection and conservation of Australia's natural and cultural environment,
- 2.7 to foster in horse riders and Australians generally, an awareness of road and other safety rules relating to horse riding,
- 2.8 to receive, manage and disburse monies and other assets in furtherance of the objects and aims herein contained,
- 2.9 to do all such things as are incidental to, necessary for, and conducive to the attainment of the above aims and objects.

3. INTERPRETATION

In this constitution the following terms shall have the meaning assigned to them by this clause.

ANNUAL COUNCIL MEETING means the gathering, by assembly, of the ATHRA Council each year in accordance with this constitution.

GENERAL COUNCIL MEETING means the gathering, by assembly, of the ATHRA Council at any time during the year to consider routine business.

SPECIAL COUNCIL MEETING means the gathering of the ATHRA Council other

than the ACM to consider a specific issue. Such meetings may be by assembly, by post or by telecommunication.

SPECIAL RESOLUTION means a resolution to change this constitution.

NOTICE means an advance warning in writing, of a meeting or Special Resolution, to be sent out according to these rules.

PROXY VOTE means a written vote, on a motion on Notice or Special Resolution, which is executed according to these rules.

DELEGATE means an Ordinary Member who has been elected by his or her Branch to represent that Branch on the Council of ATHRA.

ATHRA COUNCIL means any gathering of the Delegates.

EXECUTIVE means the President, Vice-President, Secretary, Treasurer and Insurance Officer, elected from the ATHRA Council.

STATE or **TERRITORY** means the areas within the boundaries of the States or Territories of Australia.

A REGIONAL BODY means an area with boundaries other than State or Territory.

BRANCH MEMBER means any State or Regional Body or Territory that has been accepted as a Branch Member according to these rules.

AFFILIATE MEMBER means any horse trail riding club whose membership application or renewal has been accepted by a Branch Member.

ORDINARY MEMBER means any person eighteen (18) years or over who is a member of an Affiliate Member.

JUNIOR MEMBER means any person under eighteen (18) years of age who is a member of an Affiliate Member.

ASSOCIATE MEMBER means any other organisation that wishes to express a common interest with ATHRA, and whose application for membership has been accepted by the ATHRA Council. Associate Members shall have no voting powers in the affairs of ATHRA.

HONORARY MEMBER means any person so appointed by the ATHRA Council on the terms and conditions determined by the Council, provided that in no case is that person entitled to vote in an election, nor at any meeting, nor to propose or second a motion.

4. MEMBERSHIP

4.1 ATHRA is the National Body, and at the same time, is an association of other bodies. In the broad sense as an association, all of the classes of members listed in Clause 3, may be referred to as the members of ATHRA. In the limited sense, as the National body, ATHRA has only three classes of members; Branch, Associate and Honorary Members.

4.2 The Branch Membership shall:

4.2.1 have aims and objects similar to Clause 2 of this constitution,

- 4.2.2 be within boundaries of a State or Territory, OR
 - 4.2.3 be a Regional Body, with a minimum of FIVE Affiliated Members, who have between them at least one hundred (100) members, ordinary and junior,
 - 4.2.4 be incorporated as an association within a reasonable period of time,
 - 4.2.5 adhere to any rules and regulations laid down by the ATHRA Council,
 - 4.2.6 pay the prescribed fees and charges, as determined by ATHRA Council from time to time,
 - 4.2.7 be approved as a member by the ATHRA Council.
- 4.3 Each Branch Member shall maintain a membership register in which is recorded the name and address of every Ordinary, Junior, and Affiliate Member of that Branch. Such register shall be made available to the ATHRA Council if so required, and to Members generally at all reasonable times.
- 4.4 Membership numbers for the purposes of deciding proportional Delegate representation on the ATHRA Council, shall only include Ordinary and Junior Members. Each Ordinary or Junior Member who belongs to more than one Affiliate Member will be counted once only, and must nominate which Affiliate member he or she will represent.
- 4.5 Branch membership numbers shall include only those Ordinary Members and Junior Members registered with that Branch Member at the 31st December of the previous year.
- 4.6 Where a State, as opposed to a Region, has less than three(3) Affiliate Members, then that State shall be entitled to nominate one (1) Branch Delegate to the ATHRA Council.
- 4.7 A nomination for a State, Territory, or Region to become a Branch Member of ATHRA shall:
- 4.7.1 be made in writing by the State or Region, and be accompanied by a written agreement from the Presidents of two (2) existing Branch Members,
 - 4.7.2 be lodged with the Secretary of ATHRA, to be considered at the next council meeting,
 - 4.7.3 be answered in writing after this Council meeting.
- 4.8 A Branch Member may at any time resign from ATHRA by sending a written notice of resignation to the President or Vice- President, by hand or by post. Such resignation shall be immediate, unless otherwise stated, or as decided by ATHRA Council.

5. ATHRA COUNCIL

- 5.1 A Council comprised of Delegates elected by the Branch Members shall manage, and control the affairs of ATHRA, and subject to these rules, may exercise all of its powers and functions.

- 5.2 The number of Delegates on the Council shall be proportional to the membership of each Branch Member, as specified by the Council from time to time, but in any case shall not be less than nine (9) Delegates.
- 5.3 Delegates may be elected by Branch Members provided that:
 - 5.3.1 the Delegates are Ordinary Members,
 - 5.3.2 Delegates who are elected to the Executive shall not be removed as Branch Delegates whilst their term of office is current. At all times this Clause is subject to Clause 17 of this constitution.
- 5.4 The Council shall elect an Executive annually, from among the Delegates, according to Clause 6 of this constitution.
- 5.5 The Council may, from time to time, make an appointment such as Minute Secretary, Publicity Officer etc, and form Sub-committees for any purpose.
- 5.6 A member of the Council must disclose, at the next Council meeting, any interest in a contract or arrangement made with ATHRA.

6. EXECUTIVE

- 6.1 The Executive shall be elected by the ATHRA Council annually. Each Executive member shall, subject to these rules, hold office until the CONCLUSION of the Annual Council Meeting (**ACM**) following the date of their election.
- 6.2 The President or Chairman shall declare all Executive positions vacant after appointing a Returning Officer.
- 6.3 An Executive member shall not hold the same office for more than four (4) consecutive years.
- 6.4 A written nomination for an Executive position shall be signed by the Nominee and his/her proposer and seconder. Such nomination to be delivered to the Secretary prior to the Executive positions being declared vacant. Nominations will also be received from the floor.
- 6.5 Any Delegate nominated from the floor must be present and consent to such nomination.
- 6.6 Any casual vacancy on the Executive shall be filled by a Delegate elected by the ATHRA Council until the next ACM.
- 6.7 A vacancy will occur on the Executive if an Executive member:
 - 6.7.1 dies,
 - 6.7.2 becomes bankrupt,
 - 6.7.3 becomes of unsound mind,
 - 6.7.4 resigns in writing,
 - 6.7.5 fails, without leave from ATHRA Council, to attend a majority of meetings each year,

- 6.7.6 ceases Ordinary Membership of a Branch Member,
- 6.7.7 is an Ordinary Member of a Branch Member which has failed to pay all subscriptions due.
- 6.8 It shall be the duty of the Executive to manage and control the affairs of ATHRA between meetings of the ATHRA Council. Among other things, the Executive shall:
 - 6.8.1 have the authority to make decisions on any matter relating to ATHRA on which these rules are silent,
 - 6.8.2 summon and attend all Council Meetings,
 - 6.8.3 keep brief, but accurate, minutes of all Council meetings,
 - 6.8.4 maintain, in conjunction with the Branch Members, a current register of membership,
 - 6.8.5 keep files of all correspondence and other papers, being the business of ATHRA,
 - 6.8.6 carry out all clerical work required, as directed by the Council,
 - 6.8.7 estimate reasonable, out-of-Pocket expenses to be approved, in advance, by the ATHRA Council at each ACM, all receipts to be tabled at the next ACM.
 - 6.8.8 receive and bank all monies on behalf of ATHRA, and make all payments as approved by Council,
 - 6.8.9 keep all necessary books of account and financial records,
 - 6.8.10 prepare yearly, or as required by Council, proper financial statements showing all income, expenditure, assets and liabilities.
- 6.9 All of the above records shall be available for inspection by Branch Members or the Auditor, at all reasonable times.
- 6.10 The Executive may issue instructions to Sub-Committees and others between Council meetings on ATHRA matters. Any such instructions to be tabled at the next Council meeting.
- 6.11 The Executive shall meet within six (6) months of the ACM, and at other times and at such places and in such a manner as the Executive may determine.
- 6.12 If the role of Insurance Officer is undertaken by either the President, Vice President, Secretary or Treasurer, then the Executive will revert to four people.

7. SUB-COMMITTEES

- 7.1 The Council may, at any time, appoint a Sub-Committee, and direct it to perform special tasks.
- 7.2 Members of a Sub-Committee need not be members of ATI-IRA, and as such will not have voting rights.
- 7.3 The Executive shall, ex-officio, be members of any Sub-Committee.
- 7.4 A Sub-Committee will report directly and only to the Executive between Council meetings.
- 7.5 A Sub-Committee may be disbanded, at the direction of the Executive or the ATHRA Council, at any time.
- 7.6 Sub-Committees will lapse if not renewed at each ACM.
- 7.7 Sub-Committee reports must be presented to the ACM.

8. PUBLIC OFFICER

- 8.1 This person must be a resident of the State in which incorporation is executed.
- 8.2 The Public Officer must be eighteen (18) years old or over.
- 8.3 This person need not be a member of ATHRA.
- 8.4 The Public Officer will perform all duties as required by the *Associations Incorporation Act 1984 (NSW)*.
- 8.5 This person will safeguard the Common Seal of ATHRA INC.
- 8.6 The Public Officer will be appointed at each ACM.

9. THE ATHRA OFFICE

The office of ATHRA shall be determined at the ACM each year, but will usually be the abode of the Secretary.

10. AUDITOR

A qualified accountant will be appointed at each ACM to audit the financial records and financial statements of ATHRA INC. for the next 12 months.

- 10.1 That person will not be any class of member of ATHRA, nor be the relative of a member of ATHRA.
- 10.2 The ATHRA Treasurer will make available to the Auditor, as required, all accounts, books, financial records and statements of ATHRA.
- 10.3 The Auditor will furnish a full and accurate report of ATHRA finances to each Annual Council Meeting.

- 10.4 The Auditor may be removed from his or her position by the ATHRA Council at any of its meetings and be replaced by an Auditor appointed at a Council Meeting.

11. FINANCES

- 11.1 The financial year will be from 1st January to the 31st December each year.
- 11.2 An Auditor will be appointed each year as per Clause 10 above.
- 11.3 The Council shall have the power to receive, invest, manage and disburse monies and other assets of ATHRA, in furtherance of the aims and objects of ATHRA.
- 11.4 The Executive and Council shall be entitled to be indemnified by ATHRA for any expenses, losses or liabilities arising from the proper and bona fide execution of their duties, subject to approval in detail by the ATHRA Council.
- 11.5 The Treasurer of ATHRA shall receive all monies paid to ATHRA and issue appropriate receipts.
- 11.6 The Council shall open a banking account in the name of ATHRA INC., into which all monies received must be deposited. All current Executive signatures should be lodged with that bank.
- 11.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one other member of the Executive.
- 11.8 All cheques drawn on ATHRA's bank account for the payment of expenditure must be authorised by ATHRA Council.
- 11.9 The annual subscriptions paid by a Branch Member to ATHRA shall be determined by the ATHRA Council from time to time and will be due and payable as follows:
- | | |
|------------|-------------------------------------|
| 30 March - | 1/2 the required amount to be paid; |
| 30 May - | 1/4 of required amount to be paid; |
| 30 Sept - | balance to be paid in full. |

All other fees i.e. Special Event, Charity Rides and Visitor Insurance to be paid annually by 30th December.

12. INSURANCE

- 12.1 ATHRA will keep all Ordinary and Junior Members covered by a Public Liability Insurance Policy and a Personal Accident Policy, the cost of which will be paid by all Ordinary and Junior Members.
- 12.2 One Insurance payment per year by each Ordinary and Junior Member, will cover that person for any approved activity with an Affiliate Member during that year.
- 12.3 The ATHRA Insurance Policy may be amended by the ATHRA Council from time to time, to embrace unforeseen circumstances, so long as the amendment conforms with Clause 2 of this Constitution.

13. NOTICES

- 13.1 A Notice shall contain:
 - 13.1.1 a short account of the business to be considered,
 - 13.1.2 the date, time and place of the proposed meeting,
 - 13.1.3 the names of the Branch Members and! or Executives requesting such business be considered.
- 13.2 In cases of a Special Resolution, the Notice shall also contain the proposed wording of the Resolution, in addition to the information in Clause 13.1.
- 13.3 A Notice shall be deemed to have been given if it is:
 - 13.3.1 delivered to one of the Executive or to each Branch Member personally or by Registered post, or
 - 13.3.2 delivered, or correctly posted to the registered address of ATHRA, or
 - 13.3.3 delivered to an assembled Council meeting.
- 13.4 It shall be the responsibility of the Branch Members to inform their Delegates of all such Notices.
- 13.5 The following Notices are required:
 - 13.5.1 Annual Council Meetings At least three (3) months' Notice shall be given to the Branch Members of the date and location of the ACM. One (1) months notice shall be given to the Branch Members of the agenda, plus any other matters received by Notice.
 - 13.5.2 General Council Meetings One (1) month's notice will be given to the Branch Members of the date, location and agenda for a GCM.
 - 13.5.3 Special Council Meeting Two (2) months' notice of a request for a SCM, including the business to be considered, shall be given to the Executive. The Executive shall give the Branch Members at least one (1) month's notice of the date, location and agenda and any information received by notice.
 - 13.5.4 Special Resolution At least two (2) months' notice shall be given to the Executive of a proposed Special Resolution. The Executive shall give the Branch Members at least one (1) month's notice of the date and location of the SCM, plus the motion on notice.
 - 13.5.5 Motions on Notice must be circulated by the Executive to Branch Members at least one (1) month before the appropriate Council Meeting.

14. SPECIAL RESOLUTION

- 14.1 A Special Resolution may be requested by a Notice, in writing, from any three (3) Branch Members and two (2) Executive members OR from any two (2) Branch Members and three (3) members of the Executive.

- 14.2 This Notice must contain the information as per Clause 13.1 and Clause 13.2.
- 14.3 This Notice will be served as directed in Clause 13.3.
- 14.4 Voting on a Special Resolution shall be executed according to Clause 16.7.4.
- 14.5 A Special Resolution, passed according to these rules, will only become part of this constitution on receipt of written approval by the Department of Consumer Affairs, under the *Associations Incorporation Act 1984 N.S.W.*

15. MEETINGS

15.1 ATHRA COUNCIL

At any Council meeting by assembly, the Chairman will be the President, if present and willing to act, if not, then the Vice-President, or the meeting will elect a Chairman from the Delegates present.

The conduct of any Council meeting will be that of a normal meeting procedure, but at any meeting the presiding Chairman 's ruling will be final in all matters of order and practice.

15.1.1 ANNUAL COUNCIL MEETING

The Annual Council Meeting (**ACM**) shall be held within four (4) months of the close of the financial year, at a time and place to be decided by the Executive.

- (a) The quorum for the ACM shall be nine (9) Delegates, in person, provided that these represent at least three (3) Branch Members and includes two (2) Executive members.
- (b) If a quorum is not present at an ACM within three (3) hours of the advertised starting time, no substantive business shall be carried out, and the meeting shall adjourn. At the discretion of the Executive, the meeting may be re-convened with the prescribed Notice, and upon assembly no quorum is required. However, only the business set out in the Notice may be carried out.
- (c) The ordinary business of an ACM shall be:
- to confirm the minutes of the last ACM,
 - to receive reports from the Auditor, the Branch Members, the Sub-Committees and the Executive.
- (d) The ATHRA Council will elect a Public Officer, an Executive and appoint an Auditor for the next 12 months. It will also elect or reconfirm any Sub- Committees as required.

15.1.2 GENERAL COUNCIL MEETING

A General Council Meeting (**GCM**) should encourage wide ranging discussion amongst the Delegates on all subjects relevant to ATHRA and its Objects and Aims.

- (a) A GCM shall be held within 48 hours of the ACM. One other Executive Council meeting should be held each year. This meeting may be by assembly, post or telecommunications.
- (b) A quorum for a GCM by assembly will be nine (9) Delegates.
- (c) A quorum for a GCM by post or telecommunication shall be a minimum of four (4) Branch Members and two (2) Executive members. Refer to Clause 16.7.3 for voting rules.
- (d) If a quorum is not present within two (2) hours from the notified starting time, the meeting shall stand adjourned to a time and place to be advised by the Executive. The assembled Delegates may deal with standing business only, such business to be ratified at the next Council meeting.

15.1.3 **SPECIAL COUNCIL MEETING**

- (a) A Special Council Meeting (**SCM**) may be requested by a Notice from any three (3) Branch Members and two (2) Executive members OR from two (2) Branch Members and three (3) Executive members. The Executive shall convene the meeting to be held within two (2) months after the receipt of such a Notice. The meeting may be by assembly, by post or by telecommunication, as decided by the Executive.
- (b) Notice of a SCM must be given as in Clause 13.5.3.
- (c) Only the business set out in the Notice may be carried out at the meeting.
- (d) At an SCM by assembly, the rules for a quorum shall be nine (9) Delegates.
- (e) At an SCM by post or by telecommunication, the quorum shall be four (4) Branch Members and two (2) Executive members.
- (f) If the Executive does not cause a SCM to be held within two (2) months of receipt of such Notice, those requesting the SCM may convene a meeting to deal with that business, three (3) months after the Executive received such Notice. All Branch Members must be notified of this meeting.

15.2 **EXECUTIVE MEETINGS**

- 15.2.1 The Executive shall meet within six (6) months of the ACM, and at other times and at such places and in such a manner as it may decide.
- 15.2.2 Any three (3) members of the Executive constitutes a quorum for the transaction of business at any Executive meeting.
- 15.2.3 If a quorum is not present within an hour of the meeting's starting time, it shall stand adjourned to a time and place to be advised by the President.
- 15.2.4 Agenda items unable to be resolved at an Executive meeting must be put to the next Council meeting.

15.2.5 Each Executive member present at an Executive meeting is entitled to one (1) vote.

15.2.6 Each Executive member shall have a minimum of 14 days Notice of an Executive meeting. Details of special issues to be discussed, must be forwarded with the Notice of meeting.

15.2.7 Reports from any Executive meeting must be presented to the next appropriate Council meeting.

15.3 **SUB COMMITTEE MEETINGS**

15.3.1 A chairman will be appointed to each Sub-Committee.

15.3.2 The chairman will be responsible for calling any meeting of that Sub-Committee.

15.3.3 Fourteen (14) days' Notice of a meeting will be given to sub-Committee members and to the ATHRA Executive, by the Chairman. Details of issues to be discussed at this meeting must accompany the Notice.

15.3.4 The Executive will have the option of attending any meeting of the Sub-Committee.

16. **VOTING**

16.1 A Branch Member must be a financial member of ATHRA to vote.

16.2 At all Council meetings, each Delegate, including each Executive member shall have only one (1) vote.

16.3 Each person is only one (1) Delegate. Each Delegate will represent only one (1) Branch Member.

16.4 A Proxy vote is a written vote from a Branch Member Delegate or Delegates, on motions on Notice or a Special Resolution.

16.5 A Proxy vote may be carried to a Council meeting by another Delegate from his or her Branch, or may be sent by post to the President or to the registered address of ATHRA.

16.6 The Chairman of a meeting shall have a deliberate vote as a Delegate, but shall waive any right to a casting vote in favour of the provisions contained in Clause 16.7.1.

16.7 The method of voting at a meeting shall be in such a manner as the chairman decides. The majority required for substantive decisions shall be as follows:

16.7.1 At elections for the Executive positions, voting shall be decided by a simple majority, or if there is a tie, the election shall be decided by lot.

16.7.2 At meetings by assembly, voting shall be decided by a simple 60% affirmative vote of those voting.

16.7.3 At meetings by post or by telecommunication, voting shall be decided by a simple seventy five per cent (75%) affirmative vote of those

voting. An independent returning officer will be appointed by the chairman to accept and count these votes.

16.7.4 Voting on Special Resolutions shall take place by assembly, or by post. Proxy votes being acceptable according to 16.4 and 16.5 of this Clause. A simple seventy five per cent (75%) affirmative vote of those voting is needed to pass a Special Resolution (NOT seventy five per cent (75%) of the entire Branch Membership of ATHRA).

16.8 No member of the ATHRA Council shall vote in respect of any contract or arrangement in which he or she has an interest.

17. CONDUCT OF BRANCH MEMBERS

17.1 Where it appears that the conduct of a Branch Member of ATHRA has brought or will bring discredit to ATHRA, or that the conduct of a Branch Member is contrary to the Aims and Objects of the ATHRA constitution, then the ATHRA Council may make any such inquiries of that conduct that it considers necessary.

17.2 Having given the Branch Member reasonable opportunity to represent itself at a SCM, if requested, the ATHRA Council may either dismiss the matter, reprimand the Branch Member, or withdraw approval of membership of that Branch Member.

17.3 The Branch Member in question and its Delegates will waive the right to vote on any decision regarding its conduct.

17.4 ATHRA Council may, from time to time, need to bring to the attention of a Branch Member the conduct of an Ordinary, a Junior or an Associate member of that Branch. The Branch Member will act to remedy the situation in question or risk the withdrawal of its membership from ATHRA as may be decided by the ATHRA Council.

18. DISPUTES

Disputes within ATHRA should be referred to the ATHRA Council for consideration, its decision will be final providing the rules of this constitution are adhered to.

19. DEFECTS

Any act done with the authority of the Executive or the Council shall be deemed to be valid, notwithstanding that afterwards it was discovered that there was some technical defect of the convening of a meeting or of voting, provided that where the Council is of the opinion that the defect would have materially altered the authority of the act, then the Council shall take steps to revise the matter.

20. WINDING UP

In the event of the dissolution of ATHRA, any surplus monies or other assets shall be distributed in accordance with the resolution of a Special Council Meeting. Any such resolution must then be approved by the Department of Consumer Affairs according to the *Associations Incorporation Act 1984 N.S.W.*