

ATHRA WA INC.

# AUSTRALIAN TRAIL HORSE RIDERS ASSOCIATION ( WA Branch) Inc.

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## Rules of Association

This is the annexure of 10 pages marked “A” referred to in Form 1 signed by me and dated

\_\_\_\_\_Anna Sheehan\_\_\_PRESIDENT

\_\_\_\_\_5/2/10\_\_\_\_\_Date

**AUSTRALIAN TRAIL HORSE RIDERS ASSOCIATION (WA Branch) Inc.****CONSTITUTION AND RULES**

(Revised: January 2010)

**1. NAME:**

The name of the organisation will be the AUSTRALIAN TRAIL HORSE RIDERS ASSOCIATION WA BRANCH INC., also referred to in these rules as ATHRA WA Inc.

**2. AIMS AND OBJECTS**

The aim of ATHRA WA Inc is to encourage, promote and publicise the sport of horse riding along natural trails throughout Australia, and in furtherance of this aim:

- a. To work for the establishment, legislation and preservation of horse trails in WA.
- b. To encourage and help horse riders to form clubs or divisions to assist ATHRA WA Inc and to establish other trails.
- c. To encourage family participation in non-competitive horse riding.
- d. To foster awareness of the usefulness and abilities of the horse.
- e. To encourage horse riders in the protection and conservation of the natural Australian flora and fauna.
- f. To co-operate with other recreational groups and with Government departments in the setting up and maintenance of trails.
- g. To foster in horse riders and Australians generally an awareness of road safety rules in regard to horse riding.
- h. To affiliate with the Australian Trail Horse Riders Association (ATHRA).
- i. To assist ATHRA with the realisation of its objects and in particular with the setting up and promotion of the National Trail.
- j. The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes

**3. INTERPRETATION.**

In this constitution the following terms will have the meaning assigned to them by this clause:

- a. ‘**Affiliate Member**’ means trail riding club or like organisation and its delegated members whose application for membership or whose renewal of membership has been accepted by ATHRA WA Inc.
- b. ‘**Annual General Meeting**’ means the gathering by assembly of the Branch each year, in accordance with these rules, at which the Executive is elected and the annual accounts are considered among other things.
- c. ‘**Associate Member**’ means any organisation and its delegated members that wishes to express a common interest with ATHRA and whose application for membership or whose renewal of membership has been accepted by ATHRA WA Inc.
- d. ‘**ATHRA**’ means the Australian Trail Horse Riders Association.
- e. ‘**Branch**’ means any gathering of delegates of Affiliate Members in accordance with these rules.
- f. ‘**Branch Member**’ means any State or Regional body that conforms to the rules set out in the ATHRA constitution (ATHRA WA Inc is a Branch Member of ATHRA).
- g. ‘**Executive**’ means the President, Vice President, Secretary and Treasurer of ATHRA WA Inc.
- h. ‘**Honorary Member**’ means any person appointed by ATHRA on the terms and conditions determined by ATHRA provided that in no case is the person entitled to vote in an election or at any meeting, nor to propose or second a motion.
- i. ‘**Junior Member**’ means any person sixteen (16) years or under whose application for membership or whose membership renewal has been accepted by an affiliate member.
- j. ‘**Notice**’ means an advance warning in writing, in accordance with these rules, of matters to be considered by a Branch Meeting.
- k. ‘**Ordinary Branch Meeting**’ means any routine gathering of the Branch, other than the Annual Branch Meeting, in accordance with these rules. Such meetings may be gathered by assembly or by telephone.
- l. ‘**Ordinary Member**’ means any person of the age of 16 years or more whose application for membership or whose renewal of membership has been accepted by an Affiliate Member.
- m. ‘**Proxy Vote**’ means a written vote on a motion on notice or special resolution which is executed according to these rules.
- n. ‘**Public Officer**’ means the person responsible for all official contact between ATHRA WA Inc and the Department of Commerce of WA.
- o. ‘**Special Branch Meeting**’ means a special gathering of the Branch called for by Affiliate Members, in accordance with these rules, to consider a specific matter/s. Such meeting may be gathered by assembly or by post or by telephone.

- p. **‘Special Resolution’** means a motion to change this constitution and rules or to remove a member of the Executive from office, that has had the prescribed Notice given and is passed by the Branch with the prescribed majority vote.

#### 4. **MEMBERSHIP.**

- a. All of the classes of members listed in Clause 3 may be referred to as ‘members of ATHRA’. However, specifically ATHRA WA Inc has only two (2) classes of members: Affiliate Members and Associate Members.
- b. The requirements of Affiliate Membership are:
- i. A minimum of six (6) ordinary Members
  - ii. Adherence to any rules and regulations laid down by the Branch.
  - iii. Payment of the prescribed fees and charges
  - iv. Approval of such membership by the Branch
- b. The requirements for Association Membership are:
- i. Payment of prescribed fees and charges
  - ii. Approval of such membership by the Branch
- d. Persons may be nominated for Honorary Membership by the Branch or any Affiliate Member, for consideration by the ATHRA Council who may approve of such membership if it sees fit.
- e. ATHRA WA INC will compile and maintain a membership register in which is recorded the name and address of every current Ordinary Member, Junior Member, Affiliate Member, and Associate Member in ATHRA WA Inc.
- f. Membership fees will be as determined by the Branch from time to time.
- g. A member will have no liability for the debts of ATHRA WA Inc including the expenses of winding up, other than the unpaid part of any fees and charges currently owing by that member.

#### 5. **BRANCH.**

- a. A Branch comprised of delegates appointed by Affiliate Members will manage and control the affairs of ATHRA WA Inc and, subject to these rules, may exercise all its powers and functions.
- b. The number of delegates on the Branch will be on a basis proportional or semi-proportional to the membership of the Affiliate Member club, as decided by the Branch from time to time, but in any case will not be less than the delegates.
- c. Delegates may be appointed by Affiliate Member clubs in any manner they see fit provided only that:
- i. The delegates are Ordinary Members.

- ii. Delegates who are appointed to the Executive must not be removed as club delegates while their term of appointment is current.
- d. The Branch will elect an Executive annually from among the delegates in accordance with Clause 6.
- e. The Branch may from time to time make other appointments, such as Minute Secretary, Publicity Officer, etc, and may form sub-committees for any purpose. Such appointments and sub-committees may be comprised of other than members of ATHRA and must be renewed annually or they will lapse.

## 6. EXECUTIVE.

- a. The Executive will be elected annually by the Branch from among the delegates. Each Executive Member will, subject to these rules, hold office until the end of the Annual Branch Meeting following the date of their election.
- b. An Executive member shall not hold the same office for more than four consecutive years at a time.
- c. Any casual vacancy on the Executive may be filled by the Branch from among the delegates until the next Annual Branch Meeting.
- d. A casual vacancy on the Executive occurs if an executive member:
  - i. Dies, or
  - ii. Resigns office, having given written notice to ATHRA WA Inc, or
  - iii. Is removed from office by Special Resolution
- e. It will be the duty of the Executive to manage and control the affairs of ATHRA WA Inc between meetings of the Branch. Among other things and subject to these rules, the Executive will:
  - i. Summon and attend all Club meetings
  - ii. Keep brief but accurate minutes of all Branch meetings
  - iii. Maintain an up-to-date register of membership
  - iv. Keep files of all correspondence and other papers being the business of ATHRA WA Inc
  - v. Carry out all clerical work required and as directed by the Branch
  - vi. Receive and bank all monies on behalf of ATHRA WA Inc and make all payments as approved by the Branch
  - vii. Keep all necessary books of account and financial records as required by ATHRA WA Inc's auditor
  - viii. Prepare yearly, or as required by the Branch, proper financial statements showing all income, expenditure, assets and liabilities
- f. All of the records in Clause 6e will be kept in the custody of the appropriate member of the Executive. All of these records will be available for inspection by club delegates or ATHRA WA Inc's auditor at all reasonable times.

- g. The Public Officer will be the Secretary member of the Executive unless otherwise decided by the Branch.
- h. The common seal of ATHRA WA Inc will be kept in the custody of the Public Officer. Use of the seal on documents must be authorised by the Branch and each such use must be counter-signed by two members of the Executive.

## 7. FINANCES.

- a. The financial year will be from 1st January to 31st December each year.
- b. An auditor will be appointed by the Branch at the Annual Branch Meeting and will report to the next Annual Branch Meeting. The auditor must not be a member or a relative of a member of ATHRA WA Inc.
- c. The branch will have the power to receive, manage and disburse monies and other assets in furtherance of the objects of ATHRA WA Inc.
- d. The funds of ATHRA WA Inc will be derived from membership fees, donations, and other fundraising activities, as are authorised by the Branch from time to time.
- e. All monies received by ATHRA WA Inc will be documented by written receipts, and will be deposited in the ATHRA WA Inc bank account as soon as practicable.
- f. All payments by ATHRA WA Inc will be made by cheque or similar document, signed by two members of the Executive.
- g. The Executive and delegates will be entitled to be indemnified by ATHRA WA Inc for any expenses, losses or liabilities arising from the proper and bone fide exercise of their duties subject to approval in detail. In general, travelling expenses will not be approved, however specific exemptions may be made.
- h. The Executive will submit to its members at the annual general meeting the accounts of the association showing the financial position of the Branch at the end of the immediately preceding financial year.

## 8. MEETINGS.

- a. The Annual Branch Meeting will be held within four (4) months after the close of the financial year at a time and place to be decided by the Executive.
- b. The quorum for an Annual Branch Meeting will be five (5) delegates in person provided these represent at least three (3) Affiliate member clubs and include at least one (1) member of the Executive.
- c. If at the expiration of thirty (30) minutes after the time specified as the time for the commencement of the Annual Branch Meeting, a quorum is not present, the presiding officer shall adjourn the meeting to such time and place as the Executive Committee thinks fit and those present at the reconvened meeting shall constitute a quorum.

- d. A Special Branch Meeting may be requested by Notice from any three Affiliate Member clubs. The Executive will convene the meeting to be held within one month after receipt of such Notice. The meeting may be by assembly or by any means of communication as decided by the Executive and only the business set out in the Notice may be carried out.
- e. Ordinary Branch meetings to be convened by the Executive as required provided two weeks Notice is given. The meetings may be by assembly by any means of communication as decided by the Executive.
- f. At a Branch Meeting by assembly the rules for a quorum for an Annual Branch Meeting will apply.
- g. At a Branch Meeting by any means of communication as decided the quorum will be all of the current Affiliate Member clubs plus all of the Executive currently in office. It will be the responsibility of Affiliate Members to inform their delegates.
- h. At any Branch Meeting by assembly the Chairman will be the President if present and willing to act, otherwise the meeting will elect a chairman.
- i. The conduct of Branch meetings will be that of normal meeting procedure but at any meeting the presiding Chairman's ruling will be final in all matters of order and practice.

## 9. **VOTING.**

- a. At all Branch meetings, each delegate, including the Executive will have one vote. A proxy vote may be delivered to a Branch meeting by a delegate on behalf of his or her Affiliate Member club, or a proxy vote may be sent by post to the President or to the registered address of ATHRA WA Inc and, provided it is received in time to be taken to the meeting, shall be delivered to the meeting by the Executive.
- a1. A delegate shall represent one Affiliate Member only. In the event that a person is a member of more than one club, that person must not be the delegate of more than one Affiliate Member.
- b. The Chairman of a meeting will have a deliberative vote as a delegate, but will waive the right to a casting vote in favour of the provisions of Clause 9c.
- c. The method of voting at a meeting will be in such manner as the Chairman decides. The majority required for substantive decisions will be as follows:
  - i. At elections for the Executive, voting will be decided by simple majority and if there is a tie, the election will be decided by lot.
  - ii. At meetings by assembly, voting will be decided by 60% majority of those voting. 60% will mean the equivalent of 6 out of 10.
  - iii. At meetings by post or telephone, voting will be decided by 75% majority of those voting.

## 10. NOTICES.

- a. A Notice will contain a short account of the business to be considered; the date and place (if known) of the proposed meeting and the names of the Affiliate Members or Executive members authorising the Notice; and signatures authenticating each such member.
- b. In the case of a Special Resolution, the Notice will also contain the proposed wording of the resolution in addition to the information in Clause 10a.
- c. A Notice will be deemed to have been given if it is:
  - i. Delivered to one of the Executive or to an Affiliate Member personally.
  - ii. Delivered or correctly posted to the registered address of ATHRA WA Inc.
  - iii. Delivered to an assembled Branch Meeting.
- d. The Executive will not be responsible in giving Notices to delegates of Affiliate Members, and a Notice correctly given to an Affiliate member shall be deemed to have been given to the delegates of that Affiliate Member.
- e. The following Notices are required:
  - i. **Annual Branch Meeting:** At least six (6) weeks Notice will be given to affiliate Member clubs of the date and location of the Annual General Meeting. A further two (2) weeks Notice will be given to the Affiliate Members of the agenda plus any other matters received by Notice.
  - ii. **Special Branch Meeting:** Four (4) weeks Notice of a request for a Special Branch Meeting including the business to be considered will be given to the Executive. The Executive will give Affiliate Members at least two (2) weeks Notice of the date and location of the Special Branch Meeting plus the agenda and the information received by Notice.
  - iii. **Ordinary Branch Meeting:** The Executive will give Affiliate Members at least two (2) weeks Notice of the date and location of the Ordinary Branch Meeting, plus the agenda (if any).
  - iv. **Special Resolutions:** At least four (4) weeks Notice will be given to the Executive of a proposed Special Resolution. The Executive will give Affiliate Members at least two (2) weeks Notice of the date and location of the meeting to consider the Special Resolution plus the information received by Notice.

## 11. CONDUCT OF MEMBERS.

- a. Where it appears that the conduct of a member in any one of the classes of members listed in Clause 3 has brought or will bring discredit to ATHRA WA Inc the Branch may make such enquiry as it considers appropriate and having given the member reasonable opportunity to represent himself/herself or itself, may either dismiss the matter, reprimand the member or withdraw approval of membership.

- b. Where the Branch withdraws approval of membership, the Executive, and where necessary, the appropriate Affiliate Member will take all necessary steps to cancel the membership in question within thirty (30) days.

## 12. DEFECTS.

Any act done with the authority of the Executive or of a Branch Meeting will be deemed valid notwithstanding that afterward if it is discovered that there was some technical defect in the convening of the constitution or the voting; provided that where the Branch is of the opinion that that defect would have materially altered the authority of the act, then the Branch must take steps to revise the matter.

## 13. ALTERATIONS TO THE CONSTITUTION.

This constitution may only be altered by a Special Resolution requested by Notice from at least three Affiliate Members. The Special Resolution must be given the prescribed Notice as in Clause 10 and must be passed by the prescribed majority vote as in Clause 9.

## 14. DISPUTES AND MEDIATION

- (i) The grievance procedure set out in this rule applies to disputes under these rules between-
  - (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (ii) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (iii) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (iv) The mediator must be-
  - (d) a person chosen by agreement between the parties; or
  - (e) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (v) A member of the Association can be a mediator.

- (vi) The mediator cannot be a member who is a party to the dispute.
- (vii) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (viii) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (ix) The mediator must not determine the dispute.
- (x) The mediation must be confidential and without prejudice.
- (xi) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **15. DISTRIBUTION OF SURPLUS ASSETS**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.