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1. NAME OF CLUB

The name of the Club is Serpentine Horse and Pony Club.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears -

Act means the *Associations Incorporation Act (WA) 2015*;

Annual General Meeting has the meaning given in Rule 13.1

Books, of the Club, includes the following:

- a) a Member register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) constitution;
- d) any other record of information, such as strategic plan, Club handbook, code of conduct and policies;

Chairperson means the General Committee Member presiding over a meeting of the Club;

Club means the incorporated association to which these Rules apply;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Dispute Committee has the meaning given in Rule 16.2(a);

Executive means:

- a) the President;
- b) the two Vice Presidents;
- c) the Secretary; and
- d) the Treasurer,

of the Club.

Financial Records include:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
- d) the methods by which financial statements are prepared; and
- e) adjustments to be made in preparing financial statements;

Financial Report has the meaning given in section 63 of the Act;

Financial Statements means the financial statements of the Club required under Part 5 Division 3 of the Act;

Financial Year has the meaning given in Rule 21.1;

General Committee means the management committee of the Club;

General Committee Meeting means a meeting of the Committee;

General Committee Member means a member of the Committee including The Executive and other members of the General Committee who are not an executive of the Club under Rule 9;

General Meeting means a meeting of the Club.

Member means any person who is a member of the Club under Rule 7.

President means the General Committee Member holding office as the President of the Club;

Register means the register of Members referred to in section 53 of the Act;

Rules means these Rules of the Club, as in force for the time being;

Secretary means the General Committee Member holding office as the secretary of the Club;

Special General Meeting means a General Meeting of the Club other than the annual general meeting;

Special General Meeting Request has the meaning given in clause 13.2(b).

Special Resolution means a resolution passed:

- a) at a General Meeting of the Club;
- b) by not less than 75% of the Members who cast a vote at the meeting; and
- c) in accordance with section 51 of the Act;

Sub-committee means a sub-committee appointed by the General Committee under Rule 12.9;

Treasurer means the General Committee Member holding office as the treasurer of the Club; and

Voting Member means any Member of the Club over the age of 17 (seventeen) years.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) 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;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons includes corporations (where applicable);
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) 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 (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of

representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any Rule of this Constitution or any phrase contained therein is held to be invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 Compliance with the Act

This Constitution is subject to the Act and the Act shall prevail over any Rule in this Constitution to the extent of any inconsistency.

3. OBJECTS OF CLUB

The objects of the Club are to:

- (a) encourage young people to ride and to learn to enjoy all approved kinds of sport connected with horses and riding;
- (b) provide instruction in riding and horsemanship and to instill in Members the proper care of their animals;
- (c) promote the highest ideals of fellowship, citizenship and loyalty, and to cultivate strength of character and self-discipline;
- (d) affiliate with the State Sporting Organisation, Pony Club Western Australia Incorporated and adopt its rules, policies and framework;
- (e) participate as a member of the State Sporting Organisation, Pony Club Western Australia Incorporated, so that Pony Club can be conducted, encouraged, promoted, advanced and administered in Western Australia;
- (f) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
- (g) at all times act on behalf of, and in the interest of, the Members of the Club;
- (h) To hold horse and pony sports for young people.
- (i) To conduct competitions in one or more of the EA or FEI Disciplines.

4. POWERS OF THE CLUB

Subject to the Act and this Constitution, the Club may do all things necessary or convenient for carrying out its objects, and in particular may:

- (a) acquire, hold, deal with and dispose of real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money in any manner authorised by the Rules of the Club;
- (d) borrow money upon such terms and conditions as the Club thinks fit;

- (e) give security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (f) appoint agents to transact any business of the Club on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real or personal property upon trust but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Rules of the Club.

5. NOT FOR PROFIT

- (a) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and, subject to clause 5(b), no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Club if the payment is:
 - (i) authorised by resolution of the General Committee or at a General Meeting; and
 - (ii) made in good faith to the Member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business;
 - (iii) in respect of interest, on money borrowed by the Club from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (iv) in respect of reasonable rent to the Member for premises leased by the Member to the Club; or
 - (v) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Club or in connection with the performance of the Member's duties, powers and functions.

6. MEMBERS

6.1 Categories of Members

The Members of the Club shall consist of:

- (a) Ordinary Riding Members;
- (b) Associate Riding Members;
- (c) Non-Riding Members;
- (d) Adult Supporter/Mounted;
- (e) Club Coach/Mounted;
- (f) Life Members; and
- (g) such new or other categories of Members as may be established by the Committee and approved by Pony Club Western Australia Inc.

6.2 Life Members

- (a) The General Committee may recommend to the Members at any AGM that a person who has rendered distinguished service to the Club, be appointed as a Life Member.
- (b) The appointment of any person, recommended by the General Committee in accordance with Rule 6.2(a), as a Life Member is subject to a Special Resolution to be passed at an annual general meeting of the Club.
- (c) A person, appointed as a Life Member in accordance with Rule 6.2(b), must accept or reject the appointment. Upon receipt of acceptance, the Club shall enter that person's details into the Register and from the time of entry the person shall be a Life Member of the Club.
- (d) A Life Member may serve on a committee of the Club.
- (e) At no time shall the total number of Life Members of the Club exceed 25.

7. MEMBERSHIP

7.1 Eligibility for Membership

Any person who supports the objects or purposes of the Club is eligible to become a Member.

7.2 Becoming a Member

- (a) Any person who wishes to become a Member must apply to the Club in writing on the form of application supplied by the Club.
- (b) The General Committee must consider each application for membership of the Club and decide whether to accept or reject the application.
- (c) The General Committee may delay its consideration of an application if the General Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (d) The General Committee must notify the applicant of the General Committee's decision to accept or reject the application as soon as practicable after making the decision.
- (e) If the General Committee rejects the application, the General Committee is not required to give the applicant its reasons for doing so.
- (f) A person becomes a Member of the Club when:
 - (i) the person's application is accepted by the Club; and
 - (ii) the person's membership fees payable to the Club under Rule 7.6 are received.

7.3 When Membership Ceases

- (a) A person ceases to be a Member upon the occurrence of any of the following:
 - (i) the end of the Club's membership period from year to year;
 - (ii) the person dies;

- (iii) the person resigns from the Club;
 - (iv) the person is expelled from the Club; or
 - (v) the person ceases to be a member of the Club for any other reason.
- (b) When a person, ceases to be a Member, the Club must keep a record of:
- (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member,
- for a period of one year from the date on which the person ceased to be a Member.

7.4 Resignation

- (a) A Member may resign from membership of the Club by giving written notice of the resignation to the Secretary.
- (b) The resignation takes effect on the later of:
- (i) the date the Secretary receives the notice; or
 - (ii) the date stated in the notice (if any).
- (c) A person who has resigned from membership of the Club remains liable for any fees that are owed to the Club at the time of resignation, which may be recovered by the Club in a court of competent jurisdiction as a debt due to the Club.

7.5 Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

7.6 Membership Fees

- (a) The General Committee must determine the annual membership fee (if any) and any other fees to be paid for membership to the Club.
- (b) The fees determined under Rule 7.6(a) may vary as between different categories of membership.

8. REGISTER OF MEMBERS

8.1 Maintaining the Register

- (a) The Club shall keep and maintain a Register in accordance with the Act, containing;
- (i) the name and residential and postal address, email address, phone number and date of birth of each Member; and
 - (ii) PCWA (as applicable) member numbers and the categories of membership of each Member.
- (b) Any changes to the information contained in the Register must be recorded by the Club within 28 days after the change occurs.

8.2 Inspection of Register

- (a) The Register may be made available for inspection by any Member upon written request to the General Committee, at its discretion, in regards to stated purpose and other relevant undertakings. |
- (b) A Member may apply, in writing, to the General Committee for a copy of the Register. The General Committee may, in its sole discretion, require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club. Commented [A1]:
- (c) The General Committee may charge a reasonable fee for providing a copy of the Register to a Member.
- (d) A person must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the administration of the Act.

9. GENERAL COMMITTEE

9.1 Powers of the General Committee

- (a) The General Committee shall have the power to manage the affairs of the Club.
- (b) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the General Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Club.
- (c) The General Committee must take all reasonable steps to ensure that the Club complies with the Act, this Constitution and the by-laws (if any).

9.2 Composition of the General Committee

- (a) The General Committee shall consist of the Executive and at least 5 (five) but not more than 15 (fifteen) other Members.
- (b) The General Committee may appoint the Club Chief Coach as:
 - (i) Executive; or
 - (ii) a General Committee Member.
- (c) The General Committee may appoint a riding member to the General Committee as a Junior Committee representative (or similar).
- (d) The Club may combine the office of Secretary and Treasurer.

9.3 Responsibilities of General Committee Members

- (a) A General Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:

- (i) were an officer of the Club in the Club's circumstances; and
 - (ii) occupied the office held by, and had the same responsibilities within the Club as, the General Committee Member.
- (b) A General Committee Member must exercise his or her powers and discharge his or her duties:
 - (i) in good faith in the best interests of the Club; and
 - (ii) for a proper purpose.
- (c) A General Committee Member must not improperly use his or her position to:
 - (i) gain an advantage for the officer or another person; or
 - (ii) cause detriment to the Club.
- (d) A person who obtains information because the person is, or has been, a General Committee Member of the Club must not improperly use the information to:
 - (i) gain an advantage for the person or another person; or
 - (ii) cause detriment to the Club.

9.4 Duties of The Executive

(a) President

It is the duty of the President to:

- (i) consult with the Secretary regarding the business to be conducted at each General Committee Meeting and any other meeting; and
- (ii) convene and preside at General Committee Meetings and meetings provided for in these Rules.

(b) Vice Presidents

It is the duty of the two Vice Presidents to:

- (i) generally support the President in performing his or her duties; and
- (ii) perform the duties of the President in his or her absence.

(c) Secretary

It is the duty of the Secretary to:

- (i) deal with the Club's correspondence;
- (ii) consult with the President regarding the business to be conducted at each General Committee Meeting and other meetings;
- (iii) prepare the notices and agendas required for General Committee Meetings and other meetings;
- (iv) unless another Member is authorised by the General Committee to do so, maintain on behalf of the Club the Register, and record in the Register any changes in the membership, as required under section 53(1) of the Act;

- (v) maintain, on behalf of the Club, an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (vi) unless another Member is authorised by the General Committee to do so, maintain, on behalf of the Club, a record of General Committee Members and other persons authorised to act on behalf of the Club, as required under section 58(2) of the Act;
- (vii) ensure the safe custody of the Books, other than the financial records, financial statements and financial reports, as applicable to the Club;
- (viii) maintain full and accurate minutes of General Committee Meetings and General Meetings; and
- (ix) carry out any other duty given to the Secretary under these Rules or by the General Committee.

(d) Treasurer

It is the duty of the Treasurer to:

- (i) ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (ii) ensure that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the General Committee;
- (iii) ensure that any payments to be made by the Club that have been authorised by the General Committee or at a General Meeting are made on time;
- (iv) ensure that the Club complies with the relevant requirements of Part 5 of the Act;
- (v) ensure the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
- (vi) coordinate the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
- (vii) provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act; and
- (viii) carry out any other duty given to the Treasurer under these Rules or by the General Committee.

9.5 Conflict of Interest

- (a) A General Committee Member shall declare his or her interest in any of the following matters:
 - (i) contractual;
 - (ii) selection;
 - (iii) disciplinary; or
 - (iv) financial;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the General Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter.

- (b) If the General Committee Member votes on any matter in which he or she has a conflict of interest the vote shall not be counted.
- (c) In the event of any uncertainty as to whether it is necessary for a General Committee Member to absent himself or herself from discussions and refrain from voting due to a conflict of interest, the issue should be immediately determined by vote of the General Committee, or if this is not possible, the matter shall be adjourned or deferred.
- (d) The existence and nature of the interest must be declared by the General Committee Member at the earlier of the first General Committee Meeting or General Meeting:
 - (i) at which the relevant matter is taken into consideration; or
 - (ii) following the acquisition of such interest in such matter.
- (e) All disclosed interests must also be disclosed to the Members at each annual general meeting of the Club in accordance with the Act.

9.6 Payments to Members (General Committee or Otherwise)

Any agreed payments to a Member out of the funds of the Club must either be authorised in accordance with clause 5(b) or by resolution of the General Committee, or by motion at a General Meeting.

9.7 Transitional Arrangements

The General Committee Members in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting of the Club following such adoption of this Constitution following which, the positions of General Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

10. ELECTION OF GENERAL COMMITTEE

10.1 Eligibility

- (a) Any person seeking election to the General Committee must be eligible under Section 39 and 40 of the Act.
- (b) No person shall hold a General Committee position within the Club unless they are, or intend to become, a Member.
- (c) Other than a riding member who is appointed to the General Committee in accordance with clause 9.2(c), only Members over the age of 18 (eighteen) years are eligible to hold a position on the General Committee.
- (d) General Committee Members must be elected to the General Committee at an AGM of the Club or appointed under Rule 11.

10.2 Elections

- (a) A person who is eligible for election or re-election under this Rule may be:
 - (i) nominated by another Member and agree to that nomination; or
 - (ii) propose or second himself or herself for election or re-election.

- (b) A person may vote in respect of his or her own election.
- (c) If the number of nominations received for election to the General Committee is equal to the number of vacancies to be filled at the AGM or if there are insufficient nominations received to fill the vacancies at the AGM, then, if approved by the majority of Members entitled to vote, those nominated shall be declared elected.
- (d) If there are insufficient nominations received to fill vacancies on the General Committee to be elected at the AGM, or if a person is not approved by the majority of Members under Rule 10.2 (c) the positions will be deemed casual vacancies under Rule 11.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot by the simple majority method shall be taken to decide who shall hold office.

10.3 Term of Office

- (a) Subject to Rule 11, a General Committee Member's term will be from the date of election under Rule 10.2 until each of the positions on the General Committee are declared vacant at the next annual general meeting of the Club.
- (b) Subject to Rule 10.1, all General Committee Members are eligible for re-election from year to year.
- (c) No person who has served as President for a period of 3 (three) consecutive full terms shall be eligible for election as President until the next annual general meeting following the date of conclusion of their last term as President.

11. GENERAL COMMITTEE VACANCIES

11.1 Vacancy on the General Committee

A General Committee Member's term ends, and that Member's position becomes vacant if the Member:

- (a) resigns by notice in writing delivered to the President (or in the case of a President resigning, delivered to the other General Committee Members);
- (b) dies;
- (c) is or becomes ineligible to act as a General Committee Member under Rule 10.1
- (d) becomes physically or mentally incapable of performing the General Committee Member's duties and the General Committee resolves that his or her office be vacated for that reason;
- (e) is absent, without the consent of the General Committee, from three General Committee Meetings within a period of six months; or
- (f) is the subject of a resolution passed by the General Committee in accordance with Rule 11.3 removing him or her as a General Committee Member.

11.2 Casual Vacancies

Any casual vacancy remaining on the General Committee after the application of Rule 10.2 may be filled by the General Committee appointing a Member to fill that vacancy. A Member appointed under this Rule will hold office until the next Annual General Meeting of the Club.

11.3 Removal of a General Committee Member

- (a) The General Committee may remove a General Committee Member if, in the reasonable opinion of the General Committee, the Member:
 - (i) has acted in manner that is inconsistent with the objects and interests of the Club;
 - (ii) has acted in a manner that has brought, or is likely to bring, the Club into disrepute;
or
 - (iii) breaches, or is suspected of breaching, the terms of this Constitution or the Act.
- (b) The General Committee shall notify the President of the General Committee's intention to terminate the General Committee Member's appointment and set out the grounds for doing so in writing, not less than 14 days prior to the General Committee meeting at which termination is to be considered.
- (c) The General Committee Member that is the subject of a resolution under Rule 11.3(a) may make representations to the General Committee in relation to the proposed termination, either in person or in writing, before the General Committee determine the matter.

12. GENERAL COMMITTEE PROCEEDINGS

12.1 Meetings of the General Committee

- (a) Any General Committee Member may call a General Committee Meeting by giving reasonable notice to each General Committee Member.
- (b) The General Committee shall meet as often as is necessary to discharge its duties to the Club and in any event at least 9 (nine) times in each calendar year as determined by the General Committee.
- (c) The General Committee may adjourn and otherwise regulate its meetings as it thinks fit.

12.2 Meetings by Telecommunications

Without limiting the General Committee's power to regulate its meetings as it thinks fit, the General Committee may hold a valid meeting using any medium by which each of the General Committee Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating General Committee Members are taken to be present at the General Committee Meeting for the purposes of 12.3;
- (b) the General Committee Meeting is taken to be held at the location where the President of the meeting is; and

- (c) all proceedings of the General Committee conducted in accordance with this Rule are valid and effective as if conducted at a General Committee Meeting at which all the General Committee Members were present in person.

12.3 Quorum

- (a) No business may be transacted at a General Committee Meeting unless a quorum is present.
- (b) The quorum for a General Committee Meeting shall be one more than one third of the number of General Committee Members.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Committee Meeting:
 - (i) the meeting stands adjourned to a day, time and place as determined by the General Committee or, if no decision is made by the General Committee, to the same time, day and place in the following week (**Adjourned General Committee Meeting**); and
 - (ii) if no quorum is present at the Adjourned General Committee Meeting within 30 minutes after the notified commencement time for the meeting, and at least three General Committee Members are present at the meeting, those General Committee Members present are taken to constitute the quorum.
- (d) In the event of a casual vacancy or vacancies in the office of a General Committee Member or General Committee Members, the remaining General Committee Members may act but, if the number of remaining General Committee Members is not sufficient to constitute a quorum at a meeting of the General Committee, they may act only for the purpose of increasing the number of General Committee Members to a number sufficient to constitute such a quorum.

12.4 Guests at General Committee Meetings

- (a) The General Committee may have any other person who is not a General Committee Member attend a General Committee Meeting or any/all General Committee Meetings.
- (b) A person who attends a General Committee Meeting under Rule 12.4(a) has no right to:
 - (i) receive any agendas, notices or papers relating to the General Committee Meeting;
 - (ii) to vote; and
 - (iii) to comment on any matters discussed at the General Committee Meeting without the General Committees' consent.

12.5 Decisions of General Committee

- (a) Subject to this Constitution, a resolution of the General Committee must be passed by a majority of the votes of General Committee Members present and entitled to vote on the resolution.
- (b) In case of an equality of votes, the President has a casting vote in addition to his or her deliberative vote.

12.6 Resolutions not in Meeting

- (a) The General Committee may pass a resolution without a General Committee Meeting being held if all the General Committee Members entitled to vote on the resolution:
 - (i) confirm by email, text message or any other method of communication approved by the General Committee that they are in favour of the written resolution, in accordance with any policies adopted by the General Committee for this purpose; or
 - (ii) sign a document (or separate identical copies of the document) containing a statement that they are in favour of the written resolution set out in the document.
- (b) The resolution is passed when the last General Committee Member confirms their approval of the resolution and this confirmation is duly recorded against the written resolution.

12.7 Minutes of General Committee Meetings

- (a) The General Committee must ensure that minutes are taken and kept of each General Committee Meeting.
- (b) The minutes of each General Committee Meeting must record the following:
 - (i) the names of General Committee Members present at the meeting;
 - (ii) the name of any person attending the meeting under Rule 12.4;
 - (iii) the business considered at the meeting; and
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The President must ensure that the minutes of a General Committee Meeting over which she or he presides are reviewed as soon as practicable after that General Committee Meeting and accepted by the General Committee as a true record at the following General Committee Meeting.
- (d) In the absence of evidence to the contrary, contents of the minutes that are recorded and accepted by the General Committee as a true record in accordance with this Rule 12.7 are evidence of the matters shown in the minutes.

12.8 Acts Valid Despite Defective Appointment

Any act done at any General Committee Meeting by any person acting as a General Committee Member, regardless of whether it is later discovered that there was some defect in the appointment of such General Committee Member or that the General Committee Member was not eligible for election under Rule 10.1, is valid as if the General Committee Member had been duly appointed and was qualified to be a General Committee Member.

12.9 Delegations

- (a) The General Committee may create or establish or appoint sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the General Committee determines from time to time.

- (b) The General Committee may delegate such duties and functions of the General Committee other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duly imposed on the General Committee by the Act or any other law.
- (c) Any delegation by the General Committee must be made in writing.

13. GENERAL MEETINGS

13.1 Annual General Meeting

- (a) The Club must hold an annual general meeting once in each calendar year and no later than six months after the end of the Financial Year, except where the Commissioner has allowed a longer period under the Act.
- (b) The General Committee must determine the date, time and place of the annual general meeting each year.
- (c) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the previous annual general meeting and of any Special General Meeting held in the time since the last annual general meeting;
 - (ii) to receive and consider the financial statements of the Club for the preceding Financial Year presented under Part 5 of the Act; and
 - (A) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report (as applicable);
 - (iii) to elect General Committee Members in accordance with this Constitution;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of the Club in accordance with the Act; and
 - (v) to transact any other business which under this Constitution or the Act may properly be brought before the annual general meeting.
- (d) No business other than that stated on the notice of an annual general meeting shall be transacted at that meeting.

13.2 Special General Meetings

- (a) The General Committee may at any time convene a Special General Meeting.
- (b) Subject to Rule 13.2(c), the General Committee must convene a Special General Meeting if a written request for a Special General Meeting is made by at least 19% of the Members who are entitled to vote at a General Meeting (**Special General Meeting Request**) is lodged with the General Committee.
- (c) The Special General Meeting Request must be signed by the requisite number of the Members and state the business to be conducted at the Special General Meeting.

- (d) The Special General Meeting must be convened by the General Committee in within 28 days of receipt of a Special General Meeting Request in accordance with this Constitution.
- (e) If the General Committee does not convene a Special General Meeting within that 28-day period, the Members making the request (or any of them) may convene the Special General Meeting.
- (f) A Special General Meeting convened by Members under Rule 13.2(e):
 - (i) must be held within three months after the date of the Special General Meeting Request; and
 - (ii) may only consider the business stated in the Special General Meeting Request.
- (g) The Club must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under Rule 13.2(e).

13.3 Notices of Motion

- (a) Members may submit notices of motion for inclusion as special business at any General Meeting, other than a Special General Meeting convened under Rule 13.2(e).
- (b) All notices of motion must be submitted in writing to the Club not less than 45 (forty five) days prior to the date of the General Meeting.

13.4 Notice of General Meeting

- (a) The Secretary or, in the case of a Special General Meeting convened under Rule 13.2(e), the Members convening the meeting, must give to each Member:
 - (i) not less than 30 (thirty) days' written notice of a General Meeting if a special resolution is to be proposed; and
 - (ii) not less than 14 (fourteen) days' written notice of a General Meeting in any other case.
- (b) The notice of General Meeting must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) include any notice of motion received from Members to be considered at the meeting; and
 - (iv) if a Special Resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by the Act; and
 - (B) state that the resolution is intended to be proposed as a Special Resolution.
- (c) The non-receipt of a notice of General Meeting by, or the accidental omission to give notice to, any person entitled to receive the notice does not invalidate the proceedings or any resolution passed at the General Meeting.

13.5 President to Preside

- (a) The President or, in the President's absence, either of the Vice Presidents, must preside as chairperson of each General Meeting.
- (b) If the President and Vice Presidents are absent or unwilling to act as a chairperson of a General Meeting, the General Committee Members at the meeting must choose one of them to act as chairperson.

13.6 Attendance at General Meetings

The General Committee may determine that a General Meeting may be held using any medium by which each of the Members present can simultaneously hear all other participants (including telephone, video conferencing and any other means of instant communication) and in that case:

- (a) the participating Members are taken to be present at that General Meeting for the purposes of Rule 13.7;
- (b) the General Meeting is taken to be held at the location where the President of the General Meeting is; and
- (c) all proceedings of the Club conducted in accordance with this Rule are valid and effective as if conducted at a General Meeting at which all of the Members were present in person.

13.7 Quorum

- (a) No business may be transacted at a General Meeting unless a quorum is present.
- (b) Subject to Rule 13.7(c), the quorum for a General Meeting shall be the presence of at least 10% or one tenth of the total number of Members.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a Special General Meeting, the meeting must be automatically dissolved; or
 - (ii) in the case of an Annual General Meeting:
 - (A) the meeting stands adjourned to a day, time and place as determined by the General Committee or, if no decision is made by the General Committee, to the same time, day and place in the following week (Adjourned Annual General Meeting); and
 - (B) if no quorum is present at the Adjourned Annual General Meeting within 30 minutes after the notified commencement time for the meeting, and at least 10% or one tenth of the total number of Members are present at the meeting, those Members present are taken to constitute the quorum.

13.8 Adjournments

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to such day, time and place as reasonably determined by the Chairperson.

- (b) Without limiting Rule 13.8(a), a General Meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished with the meeting was adjourned.
- (d) A resolution passed at a General Meeting resumed after an adjournment is passed on the day it was passed and not the date of the original General Meeting.
- (e) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned General Meeting.

14. VOTING AT GENERAL MEETINGS

14.1 Voting Rights

- (a) Each Voting Member has one vote on each resolution to be considered at a General Meeting.

14.2 General Resolutions

- (a) Except in the case of a Special Resolution, a motion is carried if a simple majority of the Members present and entitled to vote at a General Meeting vote in favour of the motion.
- (b) If votes are divided equally on any resolution (other than a Special Resolution), the Chairperson of the meeting (or any General Committee Member acting in the position of Chairperson in accordance with Rule 13.5) has a casting vote.

14.3 Special Resolutions

- (a) Under the Act, a Special Resolution is required if the Club proposes to:
 - (i) alter the Constitution, including the name of the Club;
 - (ii) apply for registration or incorporation as a prescribed body corporate;
 - (iii) to approve the terms of an amalgamation with one or more other incorporated Clubs;
 - (iv) to be wound up voluntarily or by the Supreme Court; or
 - (v) cancel its incorporation.
- (b) A Special Resolution is carried if not less than 75% of the Members present and entitled to vote at a General Meeting vote in favour of the Special Resolution.

14.4 Voting Procedure

- (a) At any General Meeting, all resolutions shall be decided on a show of hands unless a poll is (before the vote is taken, before the voting results on a show of hands are declared or immediately after the declaration of the voting result of the show of hands) demanded by:
 - (i) the President; or

- (ii) a simple majority of Members taken to be present at the General Meeting in accordance with this Constitution.
- (b) Unless a poll is demanded under Rule 14.4(a), the President may, on a show of hands, declare that a resolution has been carried or lost.
- (c) If the resolution is a Special Resolution, the declaration under Rule 14.4(b) must identify the resolution as a Special Resolution.
- (d) If a poll is demanded on any resolution in accordance with Rule 14.4(a):
 - (i) the poll must be taken in the manner determined by the Chairperson; and
 - (ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (e) If a poll is demanded on a question of an adjournment, the poll must be taken immediately.
- (f) If a poll is demanded on any other resolution, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (g) A declaration under Rule 14.4(b) or (d) must be entered in the minutes of the General Meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

14.5 Minutes of General Meetings

- (a) The General Committee must cause minutes to be made of each General Meeting.
- (b) The minutes must record the proceedings and resolutions of the General Meeting.
- (c) The Chairperson must ensure that the minutes of a General Meeting over which she or he presides are reviewed as correct as soon as practicable after that General Meeting.
- (d) In the absence of evidence to the contrary, contents of the minutes that are recorded and reviewed in accordance with this Rule 14.5 are evidence of the matters shown in the minutes.

15. DISCIPLINARY ACTION

15.1 Suspension or Expulsion

- (a) The General Committee may decide to suspend a Member's membership or to expel a Member from the Club if the Member:
 - (i) contravenes this Constitution; or
 - (ii) acts in a manner that is detrimental to the interests of the Club.
- (b) The Club must give the Member written notice of the proposed suspension or expulsion at least 28 days before the General Committee Meeting at which the proposal is to be considered by the General Committee.
- (c) The notice given to the Member must state:

- (i) the time, date and place of the General Committee Meeting;
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the General Committee Meeting and will be given a reasonable opportunity to make oral or written submissions (or both) to the General Committee in respect of the proposed suspension or expulsion.
- (d) At the General Committee Meeting, the General Committee must:
- (i) give the Member, or the Member's representative, a reasonable opportunity to make oral or written submissions (or both) to the General Committee in respect of the proposed suspension or expulsion;
 - (ii) give due consideration to any submissions; and
 - (iii) decide whether the Member shall be suspended (and, if so the period of suspension) or expelled from the Club.
- (e) A decision of the General Committee to suspend the Member's membership or to expel the Member from the Club shall take immediate effect.
- (f) The General Committee must give the Member written notice of the General Committees' decision, and the reasons for the decision, within seven days of the General Committee Meeting at which the decision is made.
- (g) A Member whose membership is suspended, or who is expelled from the Club, may, within 14 days after receiving notice of the General Committees' decision under clause 15.1(f), initiate the dispute resolution procedure under clause 16.3(b) by giving a written notice to the President.

15.2 Consequences of Suspension

- (a) During the period in which a Member's membership is suspended, the Member:
- (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees or other fees paid, or payable to the Club.
- (b) When a Member's membership is suspended, the Club must record in the Register:
- (i) that the Member's membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Register must be updated to reflect that the Member is no longer suspended.

16. RESOLVING DISPUTES

16.1 Dispute Resolution Procedure

The disputes resolution procedure set out in this clause applies to disputes under or relating to this Constitution between:

- (a) a Member and another Member or Members; or
- (b) a Member or Members and the Club.

16.2 Dispute Committee

- (a) The General Committee shall establish a committee responsible for the administration of the dispute resolution procedure in accordance with this Constitution and any other applicable policies of the Club from time to time (the **Dispute Committee**).
- (b) The composition of the Dispute Committee shall be determined by the General Committee, in its sole discretion, provided always that the Dispute Committee shall consist of at least three people and may include Members or appropriately qualified or experienced persons who are not Members.

16.3 Disputes Procedure

- (a) In the event of a dispute between a Member or Members and the Club, the parties to the dispute will follow the procedure set out in the Pony Club WA Complaints Policy for General Complaints.
- (b) In the event of a dispute between a Member and another Member or Members, the parties to the dispute must attempt to resolve the dispute within 21 (twenty-one) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute within the period specified in clause 16.3(b), either party may initiate the dispute resolution procedure by giving a written notice to the President identifying the parties to the dispute and the subject of the dispute.
- (d) Within 21 (twenty- one) days of receipt of notice under clause 16.3(c) the President must refer the dispute to the Dispute Committee.
- (e) Following referral under clause 16.3(d) the Dispute Committee must:
 - (i) convene a meeting to determine the dispute using any medium by which each of the participants can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication);
 - (ii) give all parties at least 14 days' written notice of the date, time and place of the meeting, informing them that they may attend the meeting (in person or via telephone, video conferencing or any other available means) and make oral or written submissions (or both);
 - (iii) at the meeting, give each party to the dispute, or the party's representative, a full and fair opportunity to make oral or written submissions; and
 - (iv) determine the dispute, or if it thinks appropriate, refer the dispute to an alternative dispute resolution process.
- (f) Written notice of the Dispute Committee's decision must be given to all parties to the dispute within 14 days after the meeting referred to in Rule 16.3(e)(i).

- (g) Following the Dispute Committee's decision, any party to the dispute may apply to the State Administrative Tribunal (or any other appropriate body) to determine the dispute in accordance with the Act or otherwise at law.

17. STATUS AND COMPLIANCE

- (a) The Club recognizes Pony Club Australia as the national authority for Pony Club in Australia.
- (b) The Club recognizes Pony Club Western Australia as the state authority for Pony Club in Western Australia.
- (c) The Club and the Members shall abide by the constitution of Pony Club Western Australia and any other Rules, regulations or by-laws of Pony Club Western Australia (as applicable from time to time).
- (d) The Club and the Members acknowledge and agree that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects and Pony Club are to be conducted, promoted, encouraged, advanced and administered throughout Western Australia.
- (e) The Club will not resign, disaffiliate or otherwise seek to withdraw from Pony Club WA without approval by Special Resolution.

18. EXECUTION OF DOCUMENTS

- (a) The Club may execute a document without using a common seal if the document is signed by:
 - (i) two General Committee Members; or
 - (ii) one General Committee Member and a person authorised by the General Committee.
- (b) If the Club has a common seal:
 - (i) the name of the Club must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the General Committee and in the presence of:
 - (A) two General Committee Members; or
 - (B) one General Committee Member and a person authorised by the General Committee,
 - (iii) and each of them is to sign the document to attest that the document was sealed in their presence.
- (a) A written record of each use of the common seal must be made.

19. INSPECTION OF RECORDS

- (a) Subject to the Act and to this Constitution, the General Committee must determine whether and on what terms the books, records and other documents of the Club will be open to the inspection of Members other than General Committee Members.
- (b) A Member other than a General Committee Member does not have the right to inspect any document of the Club except as provided by the Act, or otherwise as authorised by the General Committee or by the Members in a General Meeting.

20. NOTICE

- (a) All notices, including notices of General Meeting, may be given by the Club to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member's nominated address;
 - (iii) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
 - (iv) giving it by any other means permitted or contemplated by the Act.
- (b) A notice is deemed to be given by the Club and received by the Member:
 - (i) if delivered in person, when delivered to the member;
 - (ii) if posted, one business day after the date of posting to the Member; or
 - (iii) if sent by email or other electronic means, on the day after the date of its transmission, but if the delivery or receipt is on a day which is not a business day or is after 5.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next business day.

21. FINANCIAL MATTERS

21.1 Financial Year

The financial year of the Club is the 12-month period starting on 1st January each calendar year (**Financial Year**).

21.2 Source of Funds

The income and property of the Club shall be derived from such sources as the General Committee determines from time to time in accordance with this Constitution and the by-laws of the Club.

21.3 Control of Funds

- (a) The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution determined by the General Committee.
- (b) The General Committee is responsible for expenditure of the funds of the Club and may authorise any person to expend the funds of the Club within specified limits and any expenditure above those limits must be approved or ratified by the General Committee.

- (c) The funds of the Club are to be used to do:
 - (i) anything which it considers will advance or achieve the objects of the Club; and
 - (ii) all other things that are incidental to carrying out those objects.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club and all electronic payments by the Club must be signed, made or authorised (as applicable) by:
 - (i) two General Committee Members; or
 - (ii) any person or persons authorised by the General Committee.

21.4 Financial Records

- (a) The Club must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair Financial Statements to be prepared in accordance with Division 3 of Part 5 of the Act.
- (b) The Club must retain its financial records for at least seven years after the transactions covered by the records are completed.
- (c) The Club must allow the General Committee Members and the auditor to inspect the financial records of the Club at all reasonable times.

21.5 Financial Reporting

- (a) For each financial year the General Committee must cause the Club to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 21.5(a), the General Committee must cause the Club to:
 - (i) prepare annual Financial Statements, presented under Part 5 of the Act;
 - (ii) have its Financial Statements reviewed or audited (as applicable) if:
 - (A) it is required under the Act;
 - (B) it is directed by the Commissioner;
 - (C) the Members pass a resolution requiring it; or
 - (D) it is required as a condition of a funding arrangement, holding of a charitable collections license or otherwise at law; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report, as applicable, on the Financial Statements to the annual general meeting.

22. INDEMNITY

- (a) Every General Committee Member will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as General Committee Member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its General Committee Members against all damages and losses (including legal costs) for which any such General Committee Member may be or become liable to any third party in consequence of any act or omission, except negligence, fraud or wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Club.

23. WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) For the purposes of this clause '*Surplus Property*' has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Club may cease its activities and be wound up or cancelled if authorised by a Special Resolution.
- (c) Upon the winding up or cancellation of the Club, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the objects.

24. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution and in accordance with the Act.