



CONSTITUTION

EQUESTRIAN TASMANIA INCORPORATED ABN 69 934 724 696

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1. NAME OF THE BRANCH

The name of the association is Equestrian Tasmania Incorporated (**Branch**).

2. DEFINITIONS AND INTERPRETATIONS

2.1 *Definitions*

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 1964 (Tas)*
<https://www.legislation.tas.gov.au/view/html/inforce/current/act-1964-064>.

AGM or **Annual General Meeting** means the annual General Meeting of the Branch required to be held by the Branch in each calendar year.

Appointed Director means a Director appointed under **clause 15**.

Board or **Directors** means all or some of the Directors of the Branch acting as a board.

By-Law means a By-Law made under **clauses 7.5** and **23**.

Chair means the person elected under **clause 18.6**.

Committee means a committee established by the Board under **clause 22**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Branch and includes Elected Directors and Appointed Directors.

Discipline Associations means each of the associations recognised by the Board and formed to administer the Sport disciplines of Jumping, Dressage and Eventing.

EA means Equestrian Australia Limited.

EA constitution means the constitution and includes any by-laws made by EA in force from time to time.

Elected Director means a Director of the Branch elected under **clause 14**.

FEI means the Fédération Equestre Internationale (FEI).

Financial Year means the year commencing 1 July and ending 30 June in any year.

General Meeting means a general meeting of Members.

Honorary Life Member means a Member admitted to membership of the Branch under **clause 6.3**.

Incapacitated means unable to fulfil duties as required by this Constitution or the Act, including the ability to:

- (a) understand the information relevant to the decisions that they will have to make in performing the role of Director;

- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the process of making decisions; or
- (d) communicate the decisions in some way.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Branch or any activity of or conducted, promoted or administered by the Branch.

Member means a member of the Branch under **clause 6**.

Objects mean the objects of the Branch in **clause 3.1**.

Official Position means, in connection with any Discipline Association, a person who:

- (a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, treasurer, director or equivalent, of that Discipline Association or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Discipline Association; or
- (b) has, directly or indirectly, a material ownership or financial interest in that Discipline Association.

Public Officer means a person appointed as public officer under **clause 21**.

Registration means registration or affiliation of a Member, such registration being in the form of an application form.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in section 23 of the Act.

Sport means Equestrian Sport as recognised by FEI from time to time and such other equestrian sports as may be recognised by the Branch from time to time.

Statutes and Regulations mean the constitution and internal regulations of FEI in force from time to time.

TEC means Tasmanian Equestrian Centre.

TEC User Club means any Equestrian club which regularly hires the TEC and is characterised by paying an annual fee to the TEC. The TEC User Clubs currently are Show jumping Tasmania South TEC, Southern Tasmania Eventing Association, Dressage Tasmania Southern Zone and Hobart and Districts Pony Club.

Voting Member means those Members of the Branch entitled to vote in General Meetings as set out under **clause 6.1**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) (**presence of a Member**) a reference to a Member present at a General Meeting means the Member present in person or electronically;
- (b) (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) (**gender**) words importing any gender include all other genders;
- (d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) (**successors**) a reference to an organisation includes a reference to its successors;
- (f) (**singular includes plural**) the singular includes the plural and vice versa;
- (g) (**instruments**) a reference to a law includes regulations and instruments made under it;
- (h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) (**include**) the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;
- (j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The model rules referred to under section 16 of the Act are expressly excluded, modified and displaced by this Constitution and accordingly do not apply to the Branch.

3. OBJECTS

3.1 Objects

FEI is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of the Sport. So that the above authority may be exercised

in a fair and equitable manner, FEI has drawn up the Statutes and Regulations governing the Sport.

Each national federation belonging to FEI shall be presumed to acquiesce in and be bound by the Statutes and Regulations. EA is recognised by FEI as the sole sporting power for the enforcement of the present Statutes and Regulations and control of the Sport in Australia. The Branch is recognised as a member of EA under the EA constitution.

The Objects of the Branch shall be to:

- (a) recognise EA as the FEI recognised national federation for the Sport in Australia and to act as a member of EA in accordance with the Statutes and Regulations and the EA constitution;
- (b) encourage, promote, advance, regulate and manage all levels of the Sport in Tasmania;
- (c) encourage the conduct of elite State level competitions for both males and females and at junior and senior levels;
- (d) adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of the Sport in Tasmania in keeping with the terms of this Constitution and the EA constitution, as amended from time to time;
- (e) seek the provision and development of appropriate facilities for participation in the Sport;
- (f) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;
- (g) use and promote the Intellectual Property;
- (h) promote the Sport for commercial, government and public recognition and benefits;
- (i) select, prepare and enter Tasmanian teams in national competitions;
- (j) promote, control and manage Sport events, activities, competitions and championships;
- (k) conduct Sport events and competitions where the Board determines to do so;
- (l) undertake other actions or activities necessary, incidental or conducive to advance these Objects;
- (m) have regard to the public interest in its operations; and
- (n) encourage and promote widespread participation in the sport to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration.

3.2 EA

Subject to any applicable law, the Branch must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the EA constitution; and

- (b) represent Tasmania's interest in, and co-operate with, EA in all matters relating to the organisation of national Sport competitions, the Branch's own Sport competitions and the Sport in general.

3.3 Powers

Solely for furthering the Objects, the Branch, in addition to any other powers it has under sections 11 and 12 of the Act, has the legal capacity and powers of a company limited by guarantee under section 124 of the *Corporations Act 2001 (Cth)*.

4. INCOME AND PROPERTY OF THE BRANCH

4.1 Sole Purpose

The income and property of the Branch will be applied only towards the promotion of the Objects.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Branch; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Branch.

5. EA MEMBERSHIP OBLIGATIONS

5.1 EA recognition

- (a) EA recognises the Branch as the member of EA for Tasmania, responsible for ensuring the efficient administration of the Sport in Tasmania in accordance with the Objects. The Branch must be and remain a legal entity.
- (b) The Branch will:
 - (i) have Objects that align with EA's objects and do all that is reasonably necessary to enable EA's objects to be achieved, having regard to any legislation applicable to the Branch;
 - (ii) effectively promulgate and enforce the EA constitution and the Statutes and Regulations;
 - (iii) at all times act for and on behalf of the interests of EA, the Branch, the Members and the Sport;
 - (iv) be responsible and accountable to EA for fulfilling its respective obligations under EA's strategic plan as revised from time to time;
 - (v) provide EA with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;

- (vi) provide EA with copies of its business plans and budgets from time to time and within 14 days of request by the EA board;
- (vii) be bound by the EA constitution and the Statutes and Regulations;
- (viii) act in good faith and loyalty to maintain and enhance EA and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
- (ix) at all times operate with, and promote, mutual trust and confidence between EA, the Branch and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database of all Members Registered with it in accordance with the EA constitution and provide a copy to EA upon request from time to time by the EA board in such means as may be required; and
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development.

5.2 Constitution of the Branch

- (a) The Branch shall take all steps necessary to ensure this Constitution (and any amendments) conforms, to the EA constitution, subject to any prohibition or inconsistency in any relevant legislation.
- (b) This Constitution and any subsequent amendments to this Constitution shall be subject to the approval of EA, which approval shall not be unreasonably withheld.
- (c) EA shall approve, without delay, this Constitution and any subsequent amendments to this Constitution as may be submitted by the Branch provided the amendments conform to the EA constitution.
- (d) If the documents do not conform to the EA constitution, the Branch shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to the EA constitution.
- (e) For the avoidance of doubt, if any inconsistency remains between this Constitution and the EA constitution, the EA constitution shall prevail to the extent of that inconsistency.
- (f) The Branch must:
 - (i) advise EA as soon as practicable of any serious administrative, governance, operational or financial difficulties the Branch is having;
 - (ii) assist EA in investigating those issues; and
 - (iii) cooperate with EA in addressing those issues in whatever manner, including by allowing EA to appoint a person or persons to conduct and manage the Branch's business and affairs, or to allow EA itself to conduct itself all or part of the business or affairs of the Branch and on such conditions as EA considers appropriate.

- (g) The Branch acknowledges that EA may develop and implement by-laws which may set out:
 - (i) the membership criteria (of EA) to be met by the Branch; and
 - (ii) the privileges and benefits of membership of EA.

5.3 *Amendment of the Constitution*

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

6. MEMBERSHIP

6.1 *Categories of Members*

The categories of Members of the Branch are:

- (a) Competitors, who are those Members that participate and contribute to the competitive environment of the Sport and who shall pay the appropriate fee for entry to this category of membership and will have access to all levels of competition, the right to be present, debate and vote at General Meetings and nominate and be elected as a Director and/or Sport Committee member;
- (b) Participants, who are those Members who actively participate and contribute to grassroots and recreational/hobby Sport activities including recreational, casual and trail riding and who shall pay the appropriate fee for entry to this category of membership and will the right to be present, debate and vote at General Meetings and nominate and be elected as a Director and/or Sport Committee member;
- (c) Supporters, who are those Members that contribute to the competitive environment of the Sport but do not participate in competitions. This category includes owners, non-competing coaches or volunteers who shall pay the appropriate fee for entry to this category of membership but will have the right to be present, but not the right to debate and vote at General Meetings nor the right to nominate, and be elected, as a Director and/or Sport Committee member;
- (d) Junior Members, who are under 18 years of age and who shall pay the appropriate fee for entry to this category of membership, but will have no voting rights at General Meetings, nor the right to nominate for, or to be a Director and/or or Sport Committee member;
- (e) Honorary Life Members who have the right to be present, debate and vote at General Meetings; and
- (f) such new categories of Members as may be determined by the Board from time to time (so long as any category created under this clause may not be given voting rights without the approval of the Voting Members in General Meeting).

6.2 *Admission to membership*

Subject to **clauses 6.5, 6.6, 6.7 and 6.9**, a person will become a Member, and the Directors will direct the Branch Manager to record their name in the register of Members kept by the Branch, only upon meeting the criteria applicable to the relevant category of membership

set out in this Constitution and/or the By-Laws and provided the person has provided an application in which they undertake to:

- (a) be bound by this Constitution and the By-Laws of the Branch (including By-Laws specific to the relevant category of membership) and the EA constitution;
- (b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 8**; and
- (c) support the Branch in the encouragement and promotion of the Objects.

6.3 Honorary Life Members

- (a) Honorary Life Membership is the highest honour which can be bestowed by the Branch for longstanding and valued service to the Sport in Tasmania.
- (b) Any Member may forward a proposal for nomination for Life Membership to the Directors for their consideration.
- (c) On the nomination of the Board, any individual may be elected as an Honorary Life Member at any AGM by Special Resolution, subject to **clause 6.2**.
- (d) Nominations for Honorary Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The By-Laws will set out:
 - (i) current Honorary Life Members;
 - (ii) the criteria to be met by Honorary Life Members; and
 - (iii) the privileges and benefits of Honorary Life Membership.
- (f) Subject to **clause 6.2**, at the time of adoption of this Constitution, the Honorary Life Members of the Branch shall be those persons currently recognised by the Branch as Honorary Life Members.
- (g) Honorary Life Membership may be removed by Special Resolution passed at a General Meeting.

6.4 Application for Membership

The process or application for membership will be as determined by the Board from time to time. An application for affiliation must be:

- (a) from the applicant, in writing on the form prescribed from time to time by the Board (if any), and lodged with the Branch. Such form may be lodged electronically including on-line; and
- (b) accompanied by the appropriate fee (if any).

By applying an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the Branch (as well as those of EA) including but not only this Constitution.

6.5 Discretion to Accept or Reject Application

- (a) The Board may, acting in the best interests of the Branch and in good faith, when reviewing membership applications accept or reject an application whether the applicant has complied with the requirements in **clauses 6.4 and 6.4** or not. The Branch shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board accepts an application, the applicant shall, become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board. The Branch Manager shall amend the register of Members accordingly as soon as practicable.
- (c) Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Branch. No reasons for rejection need be given.
- (d) There is no right of appeal where the Board rejects an application for membership, whether a new application or a renewal application.

6.6 Renewal

- (a) Members must renew their membership affiliate annually with the Branch in accordance with the procedures set down by the Branch in this Constitution or By-Laws from time to time. Members acknowledge and agree that membership renewal is not automatic. **Clause 6.5** applies to applications for re-affiliation for membership.
- (b) In addition to the requirements of **clause 6.2**, a Member is bound by, and must comply with, this Constitution, the By-Laws and the EA constitution.
- (c) A Member is entitled to any benefits of membership prescribed to apply to Members in the By-Laws.

6.7 General

- (a) The Branch must keep a register of all Members.
- (b) A right, privilege or obligation of a Member by reason of their membership of the Branch is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of the Branch and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Branch or the Sport.

6.8 Limited Liability

Members have no liability except as set out in **clause 29**.

6.9 Effect of Membership

- (a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Branch and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Branch;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Branch, the Members and the Sport;
 - (v) neither membership of the Branch nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Branch or its property or assets;
 - (B) any automatic right of a Member to renewal of their membership of the Branch; or
 - (C) subject to the Act and the Branch acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
 - (vi) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport; and
 - (vii) they are entitled to all benefits, advantages, privileges and services of Branch membership.
- (b) Subject to **clause 8.2**, a Voting Member has the right to:
- (i) receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (ii) submit items of business for consideration at a General Meeting;
 - (iii) attend and be heard at General Meetings;
 - (iv) vote at a General Meeting; and
 - (v) have access to documents of the Branch as provided under **clause 24.3**.

7. CESSATION OF MEMBERSHIP

7.1 *Cessation*

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the By-Laws;

- (d) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws;
- (e) being rejected by the Board (whether as a new applicant or renewing applicant) under this Constitution; or
- (f) the Member's failure to pay any sums due for three (3) months from the date those sums were due.

7.2 Resignation

For the purposes of **clause 7.1(a)**, a Member may resign as a member of the Branch by giving 30 days written notice to the Board.

7.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Branch and its property and shall not use any property of the Branch including Intellectual Property. Any Branch documents, records or other property in the possession, custody or control of that Member shall be returned to the Branch immediately.

Grievances and Discipline of Members

7.4 Jurisdiction

All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Branch whether under the By-Laws or under this Constitution.

7.5 By-Laws

- (a) Subject to **clause 23**, the Board may make By-Laws for:
 - (i) the investigation, hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Branch; and
 - (B) disputes between Members relating to the conduct or administration of the Sport;
 - (ii) the discipline of Members;
 - (iii) the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) the termination of Members.

Such By-Laws may expressly exclude any right to natural justice.

- (b) The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:

- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or any duly authorised committee; or
- (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Branch and/or the Sport; or
- (iii) prejudiced themselves, the Branch, the Sport or another Member or brought themselves, the Branch or the Sport into disrepute;

for investigation or determination either under any procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate.

- (c) During investigatory or disciplinary proceedings under this **clause 0**, the party subject to the proceedings, may not participate in the Sport, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.
- (d) A matter that is subject to a grievance procedure cannot also be subject to a disciplinary procedure at the same time (and vice versa).
- (e) The Board may (but need not) include in any By-Laws a final right of appeal to an independent body outside the control of the Sport.

8. FEES AND SUBSCRIPTIONS

8.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Member;
 - (iii) any other fee, levy or amount to be paid by each Member, or any category of Member, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Branch the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

- (a) Subject to **clause 8.2(c)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clauses 8.1(a)(i), 8.1(a)(ii) or 8.1(a)(iii)** is in arrears. If payment by any Member of any sums under this clause remain in arrears for three (3) months from the date those sums are due that Member's membership will cease from that date.
- (b) If the Directors suspend a Member's right to attend and vote at a General Meeting under **clause 8.2(a)** there is no right of appeal in respect of such decision.

- (c) Where a Member is in arrears for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Voting Members but does not require their approval.

9. GENERAL MEETINGS

9.1 *Annual General Meeting*

AGMs of the Branch are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Directors (including date and venue).

9.2 *Power to convene General Meeting*

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.¹
- (b) Voting Members may convene a General Meeting under section 22A of the Act.

9.3 *Notice of General Meeting*

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Branch; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Branch Manager will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director; and

¹ 22A. Calling of general meeting by members

Notwithstanding any provision in its rules, a general meeting of an incorporated association may be called by not less than 10 per cent of the members of the association entitled under the rules of the association to vote at a general meeting.

- (iv) where applicable, a list of all nominations received for positions to be elected at the relevant AGM.

9.4 *No other business*

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 *Cancellation or postponement of General Meeting*

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Voting Members under **clause 10.2(b)**;
- (b) the Directors at the request of Members; or
- (c) a Court.

9.6 *Written notice of cancellation or postponement of General Meeting*

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given in accordance with this Constitution to each:

- (a) Member entitled to attend the General Meeting; and
- (b) other person entitled to notice of a General Meeting under this Constitution or the Act;

at least seven days prior to the date of the General Meeting.

9.7 *Contents of notice postponing General Meeting*

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 *Number of clear days for postponement of General Meeting*

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than seven clear days' notice of that General Meeting.

9.9 *Business at postponed General Meeting*

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.11 No proxy voting

Proxy voting is not permitted at General Meetings of the Branch.

9.12 Postal voting

Postal voting or voting by electronic communication at General Meetings of the Branch may be permitted from time to time in such instances as the Directors may determine and shall be conducted and declared in accordance with procedures prescribed by the Directors.

10. PROCEEDINGS AT GENERAL MEETING**10.1 Number for a quorum**

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 10% of the Voting Members.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

10.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

10.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under **clause 10.4(a)**, such Voting Members as are represented by their appointed, authorised representative on the adjourned date shall constitute a quorum.

10.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):

- (i) a Director (or other person) chosen by a majority of the Directors present;
- (ii) the only Director present; or
- (iii) an authorised representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their authorised representatives.

10.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the *Corporations Act 2001 (Cth)*, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Branch, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001 (Cth)* or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 11**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

10.15 Minutes

- (a) The Branch Manager must ensure that minutes are taken and kept of each General Meeting.

- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Branch; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

11. VOTES OF MEMBERS

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

12. STAKEHOLDER FORUMS

12.1 Power to convene Stakeholder Forums

- (a) The Directors may from time to time convene a Stakeholder Forum.
- (b) The Directors shall on the written requisition of 25% of the Voting Members convene a Stakeholder Forum.

12.2 Notice of Stakeholder Forums

Where a Stakeholder Forum is convened:

- (a) Notice of a Stakeholder Forum must be given to all Members and Directors entitled to attend the General Meeting. Other parties may be invited to the Stakeholder Forum by the Directors.
- (b) At least 28 days prior to the proposed date of the Stakeholder Forum, the Branch Manager will request from Members notice of any matters they wish to be discussed at the meeting, which must be received no less than 14 days prior to the meeting.
- (c) At least 14 days' notice of the time and place of a Stakeholder Forum must be given, together with any items for discussion proposed by the Directors or a Member.

12.3 Conduct of a Stakeholder Forum

- (a) A Stakeholder Forum is to provide opportunity for open discussion on all matters relating to the Sport in Tasmania and all attendees shall have equal opportunity to participate in discussions. The Directors may also use the meeting to discuss, inter alia, the current or proposed business plan, budgets, financial results and By-laws.
- (b) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.
- (c) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (d) There shall be no quorum requirement for a Stakeholder Forum.
- (e) Items for discussion which were not included in the notice issued under **clause 12.2(c)** may, with the permission of the chair, be raised for discussion.

12.4 Consensus at Stakeholder Forum

A resolution may be made by consensus of the forum for consideration by the Directors. Directors are not bound by any resolution passed at the forum.

13. DIRECTORS

13.1 Composition of the Board

The Board shall consist of:

- (a) five Elected Directors all of whom will be elected under **clause 14.3** but of whom one must be a Riders representative and one must be a Coaches representative; and
- (b) one Director appointed by each of the three Discipline Associations; and
- (c) up to two Appointed Directors who may be appointed under **clause 15**.

13.2 Portfolios

The Board may allocate portfolios to Directors.

13.3 Qualifications

- (a) Any Individual Member may be an Elected Director. The Board may determine from time to time job descriptions and qualifications for Directors.
- (b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the Branch Manager within 48 hours of the General Meeting at which the person is elected.
- (c) A person who has been Branch Manager is not eligible to be elected or appointed as a Director for a period of three years since they ceased being Branch Manager.

13.4 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue at the General Meeting at which this Constitution is adopted in accordance with **clause 14.3**. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

13.5 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Branch for services rendered to it other than as a Director; and
- (b) reimbursed by the Branch for reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Branch; or
 - (ii) otherwise engaged on the affairs of the Branch.

13.6 Honorarium

The Branch may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

14. ELECTED DIRECTORS

14.1 Nomination for Board

Nominations for Elected Directors shall be called for by the Branch Manager 30 days prior to the General Meeting at which the election is to be held (usually the AGM). When calling for nominations the Branch Manager shall also provide details of the necessary qualifications and job descriptions for the positions.

14.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by a nominator and seconder who must be Individual Members;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Branch not less than 28 days before the date fixed for the holding of the General Meeting.

14.3 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 16.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) Voting shall be conducted by such ballot method as is determined by the Board but shall be by secret ballot on papers prepared by the Branch Manager. For the avoidance of doubt, a candidate must receive at least 50% plus one of the total votes at a General Meeting to be elected.
- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.
- (f) Subject to this Constitution, and in particular **clause 14.3(h)**, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (g) Two Elected Directors shall retire after the first year after election. One Elected Director shall retire after the second year after election and the remaining one Elected Director shall retire after the third year after election, until the four Elected Directors have retired, after which those Elected Directors elected to the vacancies after the first year shall retire and so on. The Elected Directors to retire and the year in which they retire will be determined by the Board. If the Board cannot agree, retirements will be determined by lot.
- (h) Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 14.3**.
- (i) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of three consecutive full terms (nine years) shall be eligible for re-election or appointment as a Director until the third Annual General Meeting following the date of conclusion of their last term as an Elected Director.

15. APPOINTED DIRECTORS

15.1 Appointment of Appointed Director

Subject to this Constitution, and in particular **clause 15.1(b)**, the Elected Directors may appoint up to two Appointed Directors.

15.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the Branch. Appointed Directors do not need to be Individual Members or have experience in, or exposure to, the Sport.

15.3 Term of Appointment

- (a) Directors appointed under **clause 15.1** may be appointed by the Elected Directors in accordance with this Constitution for a term of either one, two or three years, which shall commence and conclude on dates as determined by the Elected Directors.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of up to two consecutive full terms (six years) shall be eligible for re-appointment or election as a Director for at least three years following the date of conclusion of their last term as an Appointed Director.

16. VACANCIES ON THE BOARD

16.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of an Elected Director may be filled by the remaining Directors from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

16.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) if after reasonable consideration by the Board, it determines the Director has become Incapacitated and the Board reasonably expect the Director will remain Incapacitated for a period exceeding a period of three months, provided always that:
 - (i) the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made, and that
 - (ii) any determination made under this **clause 16.2(c)** shall be made with the Directors acting reasonably; or
- (d) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

16.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

17. POWERS AND DUTIES OF DIRECTORS

17.1 *Directors to manage the Branch*

The Directors will manage the Branch's business and may exercise those of the Branch's powers that are not required, by the Act or by this Constitution, to be exercised by the Branch in General Meeting.

17.2 *Time, etc.*

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

17.3 *Delegation of powers*

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the Branch Manager or any employee of the Branch or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

17.4 *Code of Conduct*

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

18. PROCEEDINGS AT DIRECTORS MEETINGS

18.1 *Directors meetings*

- (a) Subject to **clause 18.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least five times in each calendar year.

18.2 *Questions decided by majority*

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

18.3 *Casting vote*

The chair of the meeting may exercise a casting vote.

18.4 *Quorum*

50% of the Directors in office present in person constitutes a quorum.

18.5 *Convening meetings*

- (a) A Director may, and the Branch Manager on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, or by other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Branch in person or by post or by telephone, or by other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

18.6 *Election of Chair*

- (a) The Directors must at the first Board meeting after the AGM annually elect by majority vote one of their number to the office of Chair of Directors.
- (b) The Director elected to the office of Chair of Directors under **clause 18.6(a)** will remain Chair for one year from the date of their election until the first Board meeting after the next AGM and shall chair any Board meeting. A Director elected as Chair may be re-elected as Chair in following years, so long as he or she remains a Director.
- (c) Despite **clause 18.6(b)**, if:

- (i) there is no person elected as Chair; or
- (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (iii) the Chair is unwilling to act;

the Directors present may elect one of their number to be chair of the meeting.

18.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if:
 - (i) all Directors have nominated to communicate with each other using electronic mail; and
 - (ii) the required majority of the Directors who are entitled to vote on the resolution send an electronic mail to, or copied to all Directors containing a statement that they are in favour of the resolution set out in the electronic mail.

The resolution is passed when the last Director required to achieve the required majority sends an electronic mail in accordance with **clause 18.7(a)(ii)**.

- (b) If one or more Directors have not nominated to use electronic mail as a method of communication, the Directors may pass a resolution without a Directors' meeting being held if:
 - (i) the required majority of the Director who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document;
 - (ii) separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy; and
 - (iii) the resolution is passed when the last Director required to achieve the required majority signs.

18.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them.

18.9 Directors' interests

- (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)*, and that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) If there is any uncertainty in regard to a matter under **clause 18.9(a)**, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The Branch Manager shall maintain a register of declared interests.

18.10 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001 (Cth)*.

19. ELECTRONIC MEETINGS OF THE BRANCH

19.1 Electronic meeting

- (a) A General Meeting or a Directors' meeting may be held by means of an electronic meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act and this Constitution.
- (b) All provisions of this Constitution relating to a General Meeting or a Directors' meeting apply to an electronic meeting in so far as they are not inconsistent with the provisions of this **clause 19**.

19.2 Conduct of electronic meeting

The following provisions apply to electronic meetings under this Constitution:

- (a) all persons participating in the meeting must be linked by instantaneous electronic means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave an electronic meeting by disconnecting his or her electronic communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during an electronic meeting unless that person has previously notified the Chair of leaving the meeting, or unless the system being used to facilitate the electronic meeting indicates (either through audible message or by visual display) that a person is no longer active in the meeting;
- (f) a person linked to an electronic meeting using a means which may foreseeably disconnect without warning and without visual or audible notification of the disconnection, understands and accepts that the meeting may proceed to its conclusion under the presumption that they have been present and have formed part of a quorum at all times during the meeting; and

- (g) a minute of proceedings of an electronic meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

20. BRANCH MANAGER

20.1 Appointment of Branch Manager

- (a) Subject to **clause 20.1(b)**, the Directors may appoint a Branch Manager.
- (b) A person who has been elected or appointed as a Director is not eligible to be appointed as Branch Manager for a period of three years since they ceased being a Director.

20.2 Powers, duties and authorities of Branch Manager

- (a) If appointed the Branch Manager holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Branch Manager are subject at all times to the control of the Directors.

20.3 Suspension and removal of Branch Manager

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Branch Manager from that office.

20.4 Delegation by Directors to Branch Manager

The Directors may delegate to the Branch Manager the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Branch. The delegation includes the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Branch;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Branch; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the Branch Manager.

20.5 Branch Manager to attend meetings

If appointed, the Branch Manager is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Branch, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

21. PUBLIC OFFICER

- (a) There must be a Public Officer of the Branch who is to be appointed by the Directors under section 14 of the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under section 14 the Act the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by section 14 of the Act and the Directors. Subject to this Constitution the Public Officer is not entitled to remuneration unless the Public Officer is also the Branch Manager.

22. COMMITTEES

22.1 *Committees*

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

22.2 *Powers delegated to Committees*

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

22.3 *Committee meetings*

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

23. TEC COMMITTEE

23.1 *TEC Committee*

The Directors may by written instrument delegate any of their powers to a TEC Committee.

23.2 *Composition of the TEC Committee*

Subject always to this Constitution the TEC Committee shall comprise:

- (a) a chairperson appointed by the Directors, who shall have a casting vote;
- (b) one representative of each of the TEC User Clubs; and
- (c) up to three (3) additional members appointed by the Directors.

23.3 *Selection and terms for of office for members of the TEC Committee*

- (a) The TEC Committee chair shall be appointed or re-appointed by the Directors at its first board meeting after the AGM.

- (b) TEC User Club representatives shall be appointed by the relevant User Club. User Clubs may appoint a personal proxy to replace their nominated representative at committee meetings.
- (c) The Directors may remove or require the removal of any member of the TEC Committee.

23.4 Additional Members (up to 3)

The Directors may appoint up to three additional members who have skills or expertise which will assist the Committee. Any members appointed shall only hold office for a term of one year, after which they may be reappointed for a further term.

23.5 Office bearers

The TEC committee shall appoint annually from amongst its number:

- (a) a Committee Vice-Chairman;
- (b) a Secretary; and
- (c) a grounds person/booking officer.

23.6 Terms of office

- (a) TEC Committee members shall hold office on a rotational basis for three (3) years. They are eligible for re-appointment.
- (b) A third of the TEC Committee shall retire each year until all committee members have served a three year term. The current rotational basis for appointment and re-appointment and existing terms will continue.
- (c) TEC Committee members must step down from that Committee after they have completed two consecutive terms (years). They can seek re-appointment after a minimum period of 12 months.

23.7 Meetings

The TEC Committee shall meet at least a minimum of six (6) times in every calendar year and otherwise as required by the Directors.

23.8 Role of the TEC Committee

- (a) The TEC Committee is a committee of the Directors and is subject to the Act, this Constitution, the instrument of delegation and the authority and direction of the Directors.
- (b) The TEC Committee will manage the TEC which includes (but not limited to):
 - (i) preparing budgets for income, expenditure and capital items;
 - (ii) preparing strategic plans for TEC;
 - (iii) maintenance and development of the facilities of TEC

- (iv) maintaining the financial status of the centre in a diligent and responsible manner and providing regular financial reports to the Directors;
 - (v) preparing regular meeting minutes for display on the Branch website;
 - (vi) preparing and submitting grant applications as appropriate;
 - (vii) maintaining close and regular liaison with the Directors;
 - (viii) managing bookings for the TEC, ensuring that User Clubs, coaches and other activities comply with Branch rules and regulations;
- (c) The TEC Committee must always act in the best interests of the Branch and in a manner based on transparency, accountability and responsibility. In discharging its responsibilities, the TEC Committee and its members have a duty to act in the best interests of the Branch as a whole, irrespective of personal, professional, commercial or other loyalties or affiliations.
- (d) Should the TEC Committee (or any member of the TEC Committee) act outside its authority or without the approval of the Directors then the TEC Committee (or member as the case may be) will be personally responsible for any loss or damage suffered by any person which arises as a consequence of that action. For the avoidance of doubt in these circumstances the TEC Committee and its members are not indemnified by the Branch.

24. BY-LAWS

24.1 Making and amending By-Laws

- (a) In addition to By-Laws made under **clause 7.5** the Directors may from time to time make By-Laws (however named or described) which in their opinion are necessary or desirable for the control, administration and management of the Branch's affairs and the Sport in Tasmania and may amend, repeal and replace those By-Laws.
- (b) Interpretation of By-Laws is solely the responsibility of the Directors.

24.2 Effect of By-Laws

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

24.3 Current By-Laws

Any By-Laws of the Branch in force and operation at the time this Constitution is adopted will continue in force and operation unless replaced or modified by anything in this Constitution.

25. KEEPING AND INSPECTION OF RECORDS

- (a) The Directors will cause Branch records to be kept for a period of seven years from their creation.
- (b) Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of the Branch as permitted by the Act. Such inspection must be sought and made in good faith and for a proper purpose.
- (c) The Board may impose conditions on a Member's inspection of Branch documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.

26. ACCOUNTS

26.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

26.2 Transactions

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Branch, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

26.3 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the *Corporations Act 2001 (Cth)*.
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

The Branch may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by prominently posting the document on the Branch website.

27.3 *Methods of service on the Branch*

A Member may give a document to the Branch by:

- (a) delivering it to the Branch's registered office;
- (b) sending it by post to the Branch's registered office; or
- (c) sending it to a fax number or electronic address nominated by the Branch.

27.4 *Post*

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

27.5 *Electronic transmission*

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

Where the document is prominently posted on the Branch website posted delivery of the document is taken to have been delivered on the business day following its posting.

28. INDEMNITY

28.1 *Indemnity of officers*

Every person who is or has been:

- (a) a Director;
- (b) Branch Manager; or
- (c) Public Officer;

is entitled to be indemnified out of the property of the Branch against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:

- (i) the Branch is forbidden by statute to indemnify the person against the liability or legal costs; or
- (ii) an indemnity by the Branch of the person against the liability or legal costs would, if given, be made void by statute.

28.2 Insurance

The Branch may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Public Officer or Branch Manager against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Branch is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Branch paid the premium, be made void by statute.

28.3 Deed

The Branch may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 28.1** on the terms the Directors think fit (as long as they are consistent with **clause 28.1**).

29. WINDING UP

29.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Branch's property if the Branch is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Branch's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves;
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Branch's property if the Branch is wound up.

29.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Branch, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Branch; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

30. COMMON SEAL

- (a) If the Branch has a common seal it shall:
 - (i) be kept in the custody of the Branch Manager; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Directors.
- (b) A Director may not sign a document to which the seal of the Branch is fixed where the Director is interested in the contract or arrangement to which the document relates.

31. FUNDS

The funds of the Branch:

- (a) may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine; and
- (b) will be managed by the Directors subject to this Constitution and the Act.

32. REGISTERED ADDRESS

The registered address of the Branch is:

- (a) Such address as may be determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

33. DISCIPLINE ASSOCIATIONS

- (a) The Board recognises the Discipline Associations and their rights and powers to administer the day-to-day affairs of their particular Sport Discipline including the conduct of horse events for an on behalf of the Branch and/or EA, subject always to this Constitution, the EA constitution and the Statutes and Regulations.
- (b) Each Discipline Association recognises:
 - (i) the authority vested in the Branch as the member of EA for Tasmania, responsible for ensuring the efficient administration of the Sport in Tasmania in accordance with the Objects;
 - (ii) the Board's rights and powers to govern the Branch and the Sport; and
 - (iii) the Board's right to delegate aspects related to the management and conduct of the Sport under this Constitution.

- (c) Each Discipline Association will:
- (i) comply with **clauses 6.4(f) and (g)**;
 - (ii) advise the Board on matters pertaining to the Discipline when requested and may make recommendations to the Board and the Branch on all matters it deems necessary; and
 - (iii) not amend its constituent documents without prior written approval of the Board;
 - (iv) ensure its constituent documents conform to this Constitution and the Objects. If there is any conflict between the constituent documents of any Discipline Association and this Constitution this Constitution shall prevail
- (d) The Board and the Branch may receive or seek recommendation from Discipline Associations when dealing with issues of policy, rule changes, selectors, team officials and various other State and National matters before making any final decision.