

## THE INCORPORATED SOCIETIES ACT 1908

### RULES OF THE ASSOCIATION OF INDEPENDENT MINIATURE HORSE CLUBS NEW ZEALAND INC

#### GLOSSARY OF TERMS

**Governors** – Individuals who are founding members and those approved for membership by the Governors. These are individual members of the Association.

**Executive** – Individuals who hold Executive positions of Office within the Association.

**Members** – Affiliated Clubs.

**Delegate** – The delegates representing the Affiliated Clubs.

**Co-opted Committee Member** – An individual who is co-opted to carry out a specific task and has speaking rights but no voting rights. This person may be a Governor or someone from outside of the Association.

**Committee** – The Executive, the Delegates and anyone co-opted to sit on the Committee. The Committee is responsible for setting and reviewing the rules, regulations policies and procedures and for approving the business operations of the Association.

#### THE ASSOCIATION

##### 1. Name

The name of the Association is the Association of Independent Miniature Horse Clubs New Zealand Incorporated.

The Association is constituted by resolution dated 5<sup>th</sup> October 2015.

##### 2. Registered Office

The registered office of the Association shall be situated at 71 Montana Road, RD5, Hastings 4175.

The Registered Office may be changed be decided by the Committee. Notice of the change of registered office shall be duly sent to the Registrar.

##### 3. Objectives - The objectives for which the Association has been established are:-

- (a) To promote miniature horses of all types.
- (b) To provide a national body for Members.
- (c) To provide support for the Members.
- (d) To provide guidance and literature to Members such as template Constitutions, Rules, Education Programmes, Measuring Requirements, Health and Safety etc.
- (e) To facilitate national shows, nationally run competitions, team events, camps etc.

- (f) To collect fees, subscriptions and other funds and use them for achieving these Objectives.
- (g) To set the overarching breed standards for miniature horses based on three defined types of Foundation, Classic and Modern and promulgate these to the Members.
- (h) To maintain and administer a national education programme supporting the care of the miniature horse and the proficiency of the handler/owner
- (i) To maintain and administer a national health and safety programme for members.
- (j) To promote and support the wellbeing of miniature horses.
- (k) To facilitate a supportive, fun and sportsmanlike environment for owners and handlers of miniature horses which is provided via the Members.

#### **4. Pecuniary Gain**

The income and property of the Association however derived shall be applied solely towards the promotion of the objectives of the Association as documented in these rules. No portion shall be paid or transferred directly or indirectly by way of dividend bonus or by way of profit to the members of the Association provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association. This shall not prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the banker for overdrawn accounts on money lent or reasonable and proper rent for premises provided by any members to the Association.

### **MANAGEMENT OF THE ASSOCIATION**

#### **5. Governors**

- 5.1 The Governors are the signatories to these rules.
- 5.2 The Governors are individuals that are founding members of the Association or those that are appointed by the other Governors. They are entitled to hold the Executive positions. They are responsible for managing this Constitution. Although Governors and Delegates (on behalf of Members) can put forward remits to change the Constitution, only Governors can vote on these remits.
- 5.3 Should a Governor resign their position the other Governors may choose to nominate and vote in a replacement. The decision may be made not to make a replacement, however the number of Governors may not drop below 15 which is the number required for incorporation. The death of a Governor results in automatic resignation.
- 5.4 Governors become life members. A life membership fee is paid to the Association.
- 5.5 A list of the Governors shall be maintained by the Association and, may be published or provided to the members.

- 5.6 Additional Governors may be appointed by the other Governors. A Governor nominates the prospective candidate and the Governors vote on whether to accept them. The maximum number of Governors may not exceed 30.
- 5.7 A Governor may also be a Delegate representing a Member or he/she may be on the Executive, but may not be both a Delegate and on the Executive at the same time.

## 6. Executive

- 6.1 The Executive manage the day to day operations of the Association in accordance with the constitution, rules, regulations, policies and procedures.
- 6.2 The Association shall have an Executive consisting of the following persons, all of whom must be current members of the Association and whom are nominated from the Governors and elected by vote by the Governors and the Members:-
- The President
  - Vice President
  - The Secretary
  - The Treasurer
  - The Member's Liaison Officer
  - Past President
  - The Registrar
- 6.3 The number of the Executive shall be a minimum of four.
- 6.4 Positions may be combined upon the approval of the Executive as long as the minimum of four is retained.
- 6.5 At the first meeting of the Association those present shall elect the Executive Officers as listed above with the exception of the Past President Office. This position will remain vacant for the first term. Subsequent nominations for Executive Officers will be checked for eligibility and those approved to stand for positions shall be voted for by the Governors and Delegates.
- 6.6 The Executive positions shall be appointed for a term of two years and shall be eligible for re-election at the end of their two year term.
- 6.7 A position requiring particular skills, such as Treasurer, may be contracted out to a third party (e.g. An accountant). In this case a Governor still holds the position on the Executive and is responsible for the appropriate delivery of services and for managing the contract.
- 6.8 The Past President position is always filled by the President that has stood down. This is to ensure the transfer of knowledge and is a non-voting position.
- 6.9 A Governor may hold a Committee/Executive position on any other horse or pony association and also be on the Executive of this Association **provided that** there is no conflict or perceived conflict of interest, nor is there likely to be any conflict or perceived conflict of interest.

If a nomination for a Committee/Executive position is received from a Governor who is on the Committee of other horse and pony associations, the Committee must be notified of

the other positions that the person holds and the Committee must vote to approve the nomination by majority vote.

## **7. Nomination and Appointment of Executive**

- 7.1 Nominations for retiring members of the Executive shall be called for at least 30 days before an Annual General Meeting. Nominations for Executive positions may only be selected from the Governors. Each nominee shall be proposed and seconded on a nomination form completed by the Governors and the Delegates and the completed nomination form delivered to the Secretary. Nominations shall close with the Secretary at 5pm, 15 days before the Annual General Meeting. All retiring members of the Executive shall be eligible for re-election.
- 7.2 Nominations must be verified by the Executive to ensure that that the nominee meets all criteria for assuming the nominated position prior to the nomination being accepted.
- 7.3 The election of the Executive shall be carried out at the Annual General Meeting. The voting forms shall be circulated at the Meeting, completed by those present, collected and counted. Supplementary information including the biography of each candidate may be sent out to Members prior to the Annual General Meeting to help Members make their decision.
- 7.4 Proxy voting is available for those eligible to vote and unable to be present and is in accordance with rule number 32 of this Constitution.
- 7.5 The voting papers shall be collected by the Secretary. They shall be counted at the meeting by the Secretary and re-counted by one Delegate selected from the floor.
- 7.6 Voting papers will be destroyed the day after the Annual General Meeting, once the final count has been delivered.

## **8. Cessation of Executive Position**

- 8.1 Executive Officers cease to be on the Executive when:-
- They resign by giving one month's written notice to Association.
  - Their term expires.
  - They are removed by a vote of 80% majority of the Governors due to incompetence or failure to attend regular committee meetings and/or failure to meet their obligations in conducting the business of the Association as would be expected of someone in their position, or should a situation arise where an Executive Officer is considered to bring the Association or their Affiliated Club into disrepute, or acts in any manner that is contrary to the Objectives of the Association:-
    - The Executive Officer is advised by the President or in the event it is the President that is to be removed, the Vice President or other nominated member of the Executive, of the intention to remove them and the reasons
    - The Executive Officer has the right of reply
    - The Governors will consider their position and will vote

- 8.2 If a person ceases to be on the Executive, that person must provide all Association documents and property to the subsequent office holder or another office holder within one month.
- 8.3 With the exception of the Past President position, nominations shall be called from the Governors and a replacement shall be elected by the Governors and the Delegates in accordance with the appropriate voting procedure. In the event the Past President position being affected in this manner, the position will remain vacant.
- 8.4 Removal from the Executive does not necessarily mean that a person is removed as a Governor.

## **9. Vacancies on the Executive between Annual General Meetings**

- 9.1 With the exception of the Past President position, should an Executive position become vacant between Annual General Meetings, the Governors will co-opt another Governor to fill that vacancy until a new appointment is confirmed via a postal vote. Refer 9.3.
- 9.2 If the vacancy occurs within 60 days of the AGM the co-opted person will complete the term.
- 9.3 With the exception of the Past President position which remains vacant, once the Executive position becomes vacant, or a letter of resignation has been accepted, the Executive must request nominations from the Governors and carry out a postal vote in accordance with the following:-
- Nominations for the position shall be called from the Governors
  - Each candidate shall be proposed and seconded in writing by the Members and the completed nomination delivered to the Secretary by the due date
  - Voting forms are posted out to the Governors and the Delegates stating a return by date. Voting papers must be numbered and signed by the voter.
  - The Governors and the Delegates must return completed voting papers to the Secretary by 5pm on the stated date.
  - Votes shall be counted by the President, or temporary President and a scrutineer.
  - The person with the most votes is appointed.
  - In the event of a tie, the President has the casting vote.
  - A Governor or a Delegate may request confirmation by an independent third party at their discretion.
  - Voting papers will be destroyed once the final count has been delivered within 5 working days.
  - Postal voting does not include the use of proxy votes. Each Governor and Delegate eligible to vote must complete their own voting paper and send it in.

## **10. Role of the Executive**

- 10.1 The role of the Executive is to:-
- Administer the affairs of the Association
  - Carry out the business of the Association and use money or other Assets to do that

- Manage the Association's financial affairs including approving the annual financial statements for presentation to the Governors and the Delegates at the Annual General Meeting
- Set accounting policies in line with generally accepted accounting practice
- Delegate responsibility and co-opt additional resources where necessary to fulfil the obligations of the Association
- Ensure that all Governors and Members follow the rules
- Decide the location or electronic means, times and dates for meetings and set the Agenda for meetings
- Support the Members in accordance with the Objectives.

## **11. Role of the Executive Positions**

### **11.1 The role of the President is to:-**

- Ensure that the Rules are followed
- Convene meetings and establish whether or not a quorum is present
- Chair the meetings
- Oversee the operation of the Association in accordance with the decisions of the Committee and the Constitution, Rules, Regulations and Policies.
- Provide a report on the operations of the Association at each Annual General meeting
- Use the casting vote in the event of a tie provided that they are the Chair of the meeting. Note: The casting vote belongs to the Chair.

### **11.2 The role of the Vice President is to:-**

- Assist the President as and when required
- Stand in for the President when required. If the President is overseas the Vice President becomes Acting President.
- Chair the meetings in the absence of the President
- Oversee the operation of the Association in the absence of the President

### **11.3 The role of the Past President is to:-**

- Provide operational continuity so that the knowledge is transferred when the Committee changes
- The role of Past President is non-voting.

### **11.4 The role of the Secretary is to:-**

- Record the minutes of Meetings
- Maintain a register of Members
- Maintain a register of Governors
- Maintain a list of current fees and charges
- Hold and maintain the Association's records, documents and books except those required for the Treasurer's function
- Hold the common seal for the Association

- Receive and ensure that correspondence is replied to, as directed by the Committee
- Circulate all correspondence to the Committee 10 days prior to any meeting. Urgent matters must be passed on to the President immediately.
- Table inwards and outwards correspondence at meetings
- Create and maintain any forms required by the Association
- Forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval at an Annual General Meeting
- Advise the Registrar of Incorporated Societies of any rule changes within 30 days of approval
- Convene Committee meetings, the AGM and any other meetings as required and arrange venues and any other requirements
- Prepare Agendas
- Take the minutes and process them in accordance with clause 35.6. If the Secretary is unable to take the minutes or is placed in a conflict of interest situation, then another person shall be appointed to take the minutes.
- Maintain rule books, register of policies, procedures book and any other official operational documentation of the Association.

#### **11.5 The role of the Treasurer is to:-**

- Send out invoices and pay accounts as determined by the Committee
- Keep proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.
- Prepare annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Association's accounting policies and in accordance with accounting standards, regulations and legal requirements.
- Provide a financial report at each Annual General Meeting
- Table and have approved accounts for payment
- Provide financial information to the Committee as the Committee determines

#### **11.6 The role of the Members' Liaison Officer is to:-**

- Maintain good relationship between the Association and the Members
- Be the first point of contact for the Members
- Receive any complaints/disputes and mediate to effect a resolution
- Notify the Executive of any ongoing or unresolved issues in a timely manner
- Provide information to the Members and receive information from the Members
- Assist the Members within the scope of the Association's objectives.

### **12. Delegates**

12.1 Every Affiliated Club appoints a Delegate to represent them on the Committee and vote on their behalf during the voting process.

12.2 Delegate appointments are annual.

12.3 The Affiliated Club shall be responsible for the process of selecting their Delegate.

12.4 The Club Secretary must notify the Association of their appointed Delegate 7 days prior to the AGM so that this can be announced.

### **13. Cessation of Delegate Appointments**

13.1 Delegates cease to be Delegates when:-

- They resign as Delegate by giving written notice to their Affiliated Club. The Club notifies the Association that they will be replacing their Delegate.
- Their term expires.
- They fail to attend three consecutive Committee meetings and/or meeting attendance is so irregular that they are unable to meet their obligations with regard to conducting the business of the Association. In this instance, the Association will write to the Affiliated Club explaining the situation and ask them to appoint another Delegate.
- The Affiliated Club dis-affiliates from the Association.
- Should a situation arise where a Delegate is considered to bring the Association or their Affiliated Club into disrepute, or acts in any manner that is contrary to the Objectives of the Association the matter will be referred to the Members' Liaison Officer who will act on behalf of the Association and liaise with the Affiliated Club to resolve the matter.

13.2 If a Delegate ceases to be a Delegate that person must within give all Association documents and property to the replacement Delegate within 10 days.

### **14. Co-opted Positions**

14.1 Co-opted positions to Committee are annual.

14.2 Co-opted positions may include, but are not limited to, a Publicity Officer, Social Media Manager, Show Manager, Magazine Editor, Competition Manager.

14.2 Co-opted positions are approved by the Committee.

14.3 Co-opted positions to Council cease when the:-

- Task they were appointed to has finished
- Role is no longer required
- AGM date is reached

14.4 Co-opted positions may be re-appointed by the new Committee after the AGM.

14.5 Co-opted positions are non-voting.

### **15. Role of the Committee**

15.1 The role of the Committee is to:-

- Carry out the business of the Association
- Ensure that the rules are followed



- Set the fees
- Make and maintain rules, regulations, policies and procedures
- Support the Executive in accordance with the Objectives
- Allow the Delegates to represent their Affiliated Club in all Association matters
- Provide information to Delegates to keep the Members informed
- Provide an opportunity for the Delegates to bring matters from the Members to the Committee
- Maintain a good relationship between Members and the Association
- Bring any complaints/disputes and work with the Members' Liaison Officer to effect a resolution
- Notify the Committee of any ongoing or unresolved issues
- Set dates for national events
- Assist with the organisation of national events
- Monitor and evaluate national programmes to ensure that they are working as expected. E.g. Health and Safety programme, Education programme, Show programme.
- Monitor and evaluate show rules and regulations to ensure they are working as expected and continue to meet the objectives of the Association.

## **16. Powers of the Committee**

- 16.1 The Committee have all of the powers of the Association unless they are limited by these Rules or by a majority decision of the Association.
- 16.2 Unless otherwise specified, all decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
- 16.3 Decisions of the Committee bind the Association unless the Committee's power is limited by these Rules or by a majority decision of the Association.
- 16.4 Any Executive or Delegate in a conflict of interest situation or a potential conflict of interest situation must declare this and abstain from any voting. No person is permitted to undertake any task on behalf of the Association where the outcome is likely to benefit them personally or where they have a vested interest or perceived vested interest in the outcome.

## **MEMBERSHIP OF THE ASSOCIATION**

### **17. Membership**

17.1 The Association shall consist of:-

1. Members (the Affiliated Clubs). Affiliated Clubs must demonstrate that they share the goals and objectives of the Association and wish to participate in the objectives of the Association. Each Affiliated Club is represented on the Committee by a Delegate appointed by the Club. The Members are represented by their appointed Delegate.

2. Governors (the Individual members).

17.2 Governors, the Affiliated Clubs and their Delegates must reside permanently in New Zealand.

## **18. New Members**

18.1 Membership shall be open to Clubs who meet the requirements for Affiliation and who subscribe to the objectives of the Association, and agree to abide by the rules and regulations of the Association.

18.2 Prospective Affiliated Clubs may apply for Affiliation by completing the appropriate form and submitting it to the Secretary of the Association who will table it for consideration. Acceptance is conditional upon approval by the Committee. Membership may be accepted or declined on the basis of a majority vote by the Committee.

18.3 Governor Membership shall be open to Individual Members nominated and approved by the Governors and shall not exceed the maximum number as stated in 5.6.

18.4 There is no limit on the number of Affiliated Club members.

## **19. Annual Fees**

19.1 Every Member shall on or before the first day of September in each year and every year pay to the Association an annual contribution levy fixed by resolution at the Annual General meeting.

19.2 Every Member shall on or before the 31<sup>st</sup> March in each year and every year pay to the Association an affiliation fee based on the number of members in their Club.

19.3 Governors are life members and pay an initial life member fee once accepted. This fee is set with the annual fees and charges.

## **20. Obligations of Governors and Members**

20.1 Affiliated Clubs must ensure that their delegates and members conduct themselves appropriately in matters relating to the Association. Any Affiliated Club whose member(s) bring the Association into discredit or act against the objectives of the Association may be subject to mediation, a disciplinary process and if no appropriate resolution is possible, disaffiliation.

20.2 Governors must conduct themselves appropriately in all matters relating to the Association and must not act in any way, personally or while carrying out the Association's business that may, or may be perceived as, bringing the Association into disrepute or undermines the objectives of the Association. This provision includes posting on social media and interactions with others. Bad behaviour and misconduct will be subject to disciplinary procedures.

## **21. Cessation of Membership**

21.1 Any Member may disaffiliate by giving written notice to the Secretary.

- 21.2 Any Member that ceases to maintain current financial membership may not continue to receive the benefits of membership until the membership renewal is paid.
- 21.3 Termination of affiliation/membership may occur due to a breach of the Association's rules as a result of an outcome of the Disciplinary Procedure.
- 21.4 A Governor may resign in accordance with 5.3
- 21.4 In the event that a Governor is deemed to have acted inappropriately or should a situation arise where it is considered that a Governor's actions may bring the Association into disrepute, or acts in any manner that is contrary to the Objectives of the Association the other Governors may, by a vote of 80% majority revoke their membership and they must resign from the Association. If they hold an Executive Officer position this must also be resigned.

## **22. Disciplinary Procedure**

- 22.1 If, for any reason whatsoever, the Association is of the view that a Governor or a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association written notice of this must be provided to the Governor or Delegate for the Member. The Association's notice must:-
  - a) Explain how the rules have been breached or activities are carried out in a manner inconsistent with the objectives of the Association and the potential ramifications of the breach or actions.
  - b) State what needs to be done in order to remedy the situation or state that the Governor or Member must write to the Association within 14 days giving the reasons why they cannot correct the breach or action.
  - c) State that if the Governor or Member cannot or does not agree to correct the situation, or does not respond within 14 days, they will be offered the opportunity for them or their Delegate to meet with the Executive to discuss the situation and try to find a resolution.
  - d) State that, the member cannot or does not agree to correct the situation and refuses the offer of the meeting the Association may, by majority vote of the Executive, immediately terminate membership.

The Procedure should continue as follows:-

- e) If the Governor or Member agrees in writing to remedy the situation then, the Association may monitor the situation to ensure that this occurs. If no progress is made, then a meeting must ensue or the Association may, by majority vote of the Executive immediately terminate membership.
- f) Should the offer to meet be accepted a meeting must take place within 21 days.
- g) The Executive on behalf of the Governors and the Delegate will act in good faith to resolve the issues.
- h) The Executive will consider the outcomes of the meeting and make a decision as to what needs to be done. The Executive may, by majority vote, impose a penalty or terminate membership. The decision will be notified to the Member in writing within 7 days.

- i) If the Membership is terminated and the Member disaffiliated, the Member has the right of appeal to the Association by giving notice to the Secretary within 14 days of receipt of the notice of termination.
- j) If a notice to appeal is lodged by the Member, a meeting will be convened at the soonest convenient time to resolve the situation. Those present will include the Member and/or, at their discretion, one counsel acting of their behalf and the Association's President and/or one appointed counsel acting on their behalf, and an independent mediator that is approved by both the Member and the Association. The decision of the mediator will be considered final.
- k) The outcome of mediation will either be to let the termination stand or to reinstate the Member.

## **MONEY AND OTHER ASSETS OF THE ASSOCIATION**

### **23. Use of Money and Other Assets**

23.1 The Association may only use Money and other Assets if:-

- It is for the objectives of the Association; and
- It is not just for the sole personal or individual benefit of any Member or individual or business; and
- That use has been approved by either the Committee or by majority vote of the Association

### **24. Subscriptions and Fees**

24.1 All fees will be set at each Annual General Meeting and be valid for the coming year.

24.2 If any Governor or Member does not pay their subscriptions, fees or levies by the date set by the Association, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership or affiliation will be terminated. After that date, the Governor or Member shall, without being released from the obligation of payment of any sums due to the Association, have no membership rights and shall not be entitled to participate in any Association activity.

### **25. Additional Powers**

25.1 With the approval of the Committee, the Association may:-

- Employ people for the purposes of the Association
- Exercise any power a trustee might exercise
- Invest in any investment that a trustee might invest in
- Borrow money and provide security for that if authorised by majority vote at any Association meeting.

### **26. Financial Year**

26.1 The financial year of the Association begins on the 1 April of every year and ends of the 31<sup>st</sup> March of the next year.

## **27. Assurance of the Financial Statements**

27.1 The Association may appoint an appropriately qualified independent third party to review the annual financial statements of the Association (The Reviewer). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association's accounting policies. The Reviewer must not be a member of the Executive or Committee or an employee of the Association.

27.2 The Association must provide the Reviewer with:-

- Access to all information of which the Association is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- Additional information that the Reviewer may request from the Association for the purpose of the review; and
- Reasonable access to persons within the Association from whom the reviewer determines it necessary to obtain evidence.

27.3 No review of the annual financial statements is required unless a review is requested by majority vote at the AGM.

## **CONDUCT OF MEETINGS**

### **28. Association Meetings – AGM or SGM**

An Association meeting is a Special General meeting or an Annual General meeting.

28.1 The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates. You must be a Governor or a Delegate to attend an Annual General Meeting or a Special General Meeting.

28.2 Special General meetings may be called by the Association. The Association must call a Special General Meeting if:-

- 75% of the Committee vote for a Special General meeting to be held; or
- 75% of the Governors vote for a Special General meeting to be held

28.3 All Association meetings shall be chaired by the President unless:-

- The President is absent and those present at the meeting shall elect another member of the Executive to chair that meeting; or
- The President has a conflict of interest that makes it impossible for him/her to take the chair and those present at the meeting shall elect another member of the Executive to chair the meeting

The person chairing an Association meeting has the casting vote.

28.4 The business of an Annual General meeting shall be:-

- Open the Meeting
- Apologies

- Approve the minutes of the previous Association meeting(s)
- Executive Committee Reports
- Election of Executive Officers (if required)
- Notification of Delegates appointed by the Members (e.g. Affiliated Clubs),
- Farewell to departing Delegates and Executive and welcome to those who are new
- Motions to change the Constitution (to be voted on by the Governors only)
- Motions to be made, change or delete policies, rules and regulations (to be voted on by Governors and Members)
- General business

28.5 The President or his nominee shall adjourn the meeting if necessary. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members shall be dissolved, in any other case it shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Association meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **29. Notice of Business for Annual General and Special General Meetings**

- 29.1 The Secretary must advise members of a due date and time by which motions must be received by the Secretary for inclusion on the Agenda.
- 29.2 30 days notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given) shall be given to Governors and Members specifying the place the day and the hour of meeting and specifying the business to be transacted to those persons entitled to receive such notice from the Association. Governors and Members can be notified via e-mail or post.

## **30. Service of Notices**

Every notice required to be given to Governors and Members shall be deemed to have been duly delivered if posted to them in a pre-paid letter addressed to them at their last known address, or e-mailed to them at the last known e-mail address.

## **31. Voting**

- 31.1 With the exception of “Motions to change the constitution”, voting at Special General and Annual General Meetings of the Association on matters appearing on the agenda for such meeting shall be carried out from the floor. Notification of adjournment or the agenda for the meeting will be e-mailed to Members not less than 15 days prior to the meeting date.
- 31.2 Motions to change the constitution shall be submitted by Members of the Association to the Secretary 30 days prior to the AGM. Voting forms will be provided to the Governors for voting. Voting forms will be emailed or posted back to the Secretary or nominated person to be received 7 days prior to Annual General Meeting. The votes shall be counted by the Secretary and verified by the President. The results of voting shall be read out under the Agenda item, “Motions to change the constitution”.

- 31.3 Governors and Members may have one vote each.
- 31.4 If a Governor is not able to be present at the meeting they may give their proxy to another Governor to vote on their behalf at the meeting.
- 31.5 If a Delegate is not able to be present at the meeting, the Affiliated Club may appoint another person to attend the meeting on their behalf. This must be advised to the Secretary 7 days prior to the meeting. In the event that no one is able to attend to represent the Member then they may give a proxy vote to another Member.

## **32. Proxy Voting**

- 32.1 Completed proxy forms must be received by the Secretary 7 days before the date of the meeting.
- 32.2 Governors or Members absent from the meeting may have one proxy vote each.
- 32.3 The form must be signed by the submitter and include the name of the person who will facilitate the vote on their behalf.
- 32.4 The Secretary will contact each Member or Governor submitting a proxy form to confirm that it is genuine and that the details are correct.
- 32.5 The proxies shall be allocated to those present at the meeting by the Secretary.

## **33. Majority**

51% at any Annual General or Special General Meeting. The President shall have an additional casting vote in the event of a tie.

- 34. Quorum** - At the Annual General Meeting or Special General Meeting seven people shall constitute a quorum. Proxy vote/s may be counted towards the numbers of Members attending the meetings. These must include at least two members of the Executive able to provide all of the required reports plus at least two Members to make up the seven.

## **35. Committee Meetings**

- 35.1 14 days notice is deemed to be served and a minimum of two full committee meetings shall be held in each year at such times and places as the President or, in his/her absence or inability, the Vice President shall direct for the purposes of transacting the business of the Association and deciding upon such resolutions as shall be duly submitted at the meeting. Committee meetings may be held electronically via msm, skype or teleconference.
- 35.2 At all committee meetings five shall constitute a quorum, however these must consist of at least two Executive and at least one Delegate.
- 35.3 Committee meeting business is by simple majority of 51% of those present. The chair shall have an additional casting vote.
- 35.4 The Executive shall conduct an electronic monthly meeting to approve minor operational matters as follows:-
- Payment of accounts

- Minor matters of correspondence that do not require input from the Committee
- Recording of urgent matters which the Committee has been asked to vote on by email

35.5 Accurate minutes must be recorded for all meetings.

35.6 The Secretary shall provide draft minutes to the Executive for approval within 10 days of the meeting being held. The Executive to notify any changes to the Secretary. The Secretary is then required to circulate the amended minutes as **unapproved** to the full Committee within 20 days. The minutes are read at the next meeting and approved by those in attendance. Approved minutes, with the exception of in-committee items, will be provided to any member upon request to the Secretary.

35.7 All minutes taken in between full Committee Meetings shall be read out and approved at the full Committee meeting.

35.8 Where matters are discussed “in-committee”, minutes must be documented and maintained.

35.9 Full Committee Meetings may be recorded for the purposes of producing accurate minutes. No other recording is permitted.

### **36. COMMON SEAL**

36.1 The Committee shall provide a common seal for the Association and may from time to time replace it with a new one.

36.2 The Secretary shall be the custodian of the common seal which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

### **37. ALTERATION OF RULES**

37.1 These rules may be altered, added to, rescinded or otherwise amended by resolution passed by a 51% majority of the Governors and shall be reported to those present at an Annual or Special General meeting.

37.2 Remits are required documenting the purpose of the proposed alteration, addition, rescission or other amendment. Remits may be submitted by Governors and Members. Remits received by the Secretary for altering these rules must be sent out to all Governors and Members so that they are aware of them.

37.3 Remits to alter these rules are voted on by the Governors and results reported at the AGM or SGM.

37.3 When a change to the rules is approved by at an AGM or SGM the rule change shall take effect as soon as the Secretary has filed the changes with the Registrar of Incorporated Societies.



37.4 No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affects the non-profit deduction. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **38. RULES AND REGULATIONS**

38.1 The Committee may from time to time make, alter or rescind policies, procedures, show rules and regulations for the general management of the Association as long as these are not repugnant to this Constitution or to the provisions of the law. All such policies, procedures, rules and regulations shall be binding on Governors and Members of the Association. A copy of the current policies, procedures, rules and regulations shall be available for inspection by Governors and Members on request to the Secretary. Constitutional changes are documented in provision 31.2 and section 37.

### **39. WINDING UP**

If the Association is wound up:-

39.1 The Association's debts, costs and liabilities shall be paid

39.2 Surplus money and other assets of the Association may be disposed of:-

- By resolution; or
- According to the provisions in the Incorporated Societies Act 1908; but
- No distribution may be made to any member
- The surplus money and other assets shall be distributed to:-
  - a) An existing Incorporated Society with the same objectives for the promotion and support of the miniature horse as this Association; and/or
  - b) An Animal Welfare Organisation that rescues and re-homes miniature horses.