

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 5th 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 provided that 51% of the Governors agree that additional Governors are required.
- *5.7 A Governor nominates the prospective candidate who must supply a biography that will be circulated to the Governors to assist them in the voting process. The vote may be carried out as an email process.
- *5.8 Only Governors can vote on matters pertaining to Governors. 75% of existing Governors must vote in support of a new Governor before they are appointed.
- 5.9 The maximum number of Governors may not exceed 30.
- 5.10 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 With the exception of the Registrar position which is a permanent position, 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. If appointed part way through a two year term, the term expires in line with the bi-annual voting process.
- 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.
- *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.
- *6.10 If a nomination for a Committee/Executive position is received from a person who is on the committee of another horse or pony association, this must be declared and included in information provided to the Executive who approve the nomination and also be included in information sent to those eligible to vote.
- *6.11 The NZMHA Council, the National Miniature Horse Society Committee and any other miniature horse association with New Zealand wide scope are considered a conflict of interest. Miniature Horse Club Committees are not considered a conflict of interest, neither is another breed association such as the Welsh Pony Association.

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

- 7.1 Nominations for retiring members of the Executive shall be called for at least 60 days before an Annual General Meeting.
- 7.2 Nominations for Executive positions may only be received from current Governors.
- 7.3 The Governors and the Delegates may nominate and vote for any of the Governors for Executive positions.
- 7.4 Each nominee shall be proposed and seconded on a nomination form and the completed nomination form delivered to the Secretary on or before 5pm, 30 days before the Annual General Meeting.
- 7.5 All retiring members of the Executive shall be eligible for re-election.
- 7.6 Nominations for Executive positions must be accompanied by a brief biography which will be used to ascertain whether the nominee has the appropriate skills to undertake the position and will also be sent out to voters to assist them with their voting decisions.
- 7.7 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. Verified means that:-
 - 7.7.1 The person being nominated for an Executive position is a fully paid up governor at the time the nomination is submitted
 - 7.7.2 The proposer and seconder are valid and eligible to undertake these actions (e.g., governors or Affiliated Club Delegates)
 - 7.7.3 The nominee has the skills and experience necessary to fulfil the position on the Executive
 - 7.7.4 The nominee has no conflicts of interest that would prevent them acting impartially

- 7.7.5 In the event that members of the Executive are divided, the decision as to whether the nominee can stand is to be made by vote by the Executive with 66% or more in favour. In the event of a tie, the President will have the casting vote.
- 7.8 Nominees will be notified by the Secretary that their nomination has been accepted or declined. If the nomination is declined a reason must be provided to substantiate the decision.
- 7.9 The election of the Executive shall be carried out by an online voting process. This may be an online form or email form. The voting forms will be available online or emailed out to all Governors and Delegates and must be completed and returned to the Secretary 10 days prior to the Annual General Meeting date.
- 7.10 The Secretary confirms that the completed voting forms are received from those entitled to vote. Any anomalies will be investigated to ensure the vote is legitimate.
- 7.11 The Secretary shall count the votes. The nominee who receives the most votes will be appointed to the position.
- 7.12 If there is only one nomination for the position and the nomination has been verified and accepted in accordance with clause 7.7, then the position does not require a vote and the nominee is appointed unopposed.
- 7.13 In the event of a tie, the President shall have the casting vote.
- 7.14 The Secretary shall inform the President of the results of the vote within five days of the close of voting date. The President may inform the nominees of the results.
- 7.15 The Secretary shall print out the voting papers and bring them to the AGM so that the results can be verified by recount if required.
- 7.16 The voting papers are redacted to remove the names and any other personal identifiers of the voter to preserve the privacy of those who voted. The names of the nominees that they voted for remain visible so that a verification can be carried out if required.
- 7.17 The new Executive Committee is announced publicly at the Annual General Meeting under Election of Officers.
- 7.18 Voting papers will be destroyed the day after the Annual General Meeting.

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 Bi-Annual General Meetings**

- 9.1 With the exception of the President and Past President positions, 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 an email voting process.
- 9.2 If the vacant position is the Past President it will remain vacant.
- 9.3 If the vacant position is that of President, the Vice President shall assume the position for the duration of the term. The Vice President position then becomes vacant.
- 9.4 If the vacancy occurs within 60 days of the AGM the co-opted person will complete the term.
- 9.5 If the vacancy occurs outside of the 60 day threshold an email voting process will be held to appoint a new person to the position in accordance with the following process:-
- 9.5.1 Nominations to fill the Executive position(s) shall be called for from the current Governors stating a close date.
 - 9.5.2 The Governors and the Delegates may nominate and vote for any of the Governors for Executive positions.
 - 9.5.3 Each nominee shall be proposed and seconded on a nomination form and the completed nomination form delivered to the Secretary on or before 5pm, on the designated close date.
 - 9.5.4 Nominations for Executive positions must be accompanied by a brief biography which will be used to ascertain whether the nominee has the appropriate skills to undertake the position and will also be sent out to voters to assist them with their voting decisions.

- 9.5.5 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. Verified means that:-
- 9.5.5.1 The nominee is a fully paid up Governor at the time the nomination is submitted
 - 9.5.5.2 that the proposer and seconder are valid and eligible to undertake these actions (e.g., Governor or Affiliated Club Delegates)
 - 9.5.5.3 That the nominee has the skills and experience necessary to fulfil the position on the Executive
 - 9.5.5.4 that the nominee has no conflicts of interest that would prevent them acting impartially
 - 9.5.5.5 In the event that members of the Executive are divided, the decision as to whether the nominee can stand is to be made by vote by the Executive with 66% or more in favour
- 9.5.6 Nominees will be notified by the Secretary or President that their nomination has been accepted or declined. If the nomination is declined a reason must be provided to substantiate the decision.
- 9.5.7 The election of the Executive shall be carried out by an online voting process. This may be an online form or email form. The voting forms will be available online or emailed out to all Governors and Delegates and must be completed and submitted or returned to the Secretary or President by the due date.
- 9.5.8 The Secretary or President confirms that the completed voting forms are received from those entitled to vote. Any anomalies will be investigated to ensure the vote is legitimate.
- 9.5.9 The Secretary or President shall count the votes. The nominee who receives the most votes will be appointed to the position.
- 9.5.10 If there is only one nomination for the position and the nomination has been verified and accepted in accordance with clause 9.5.5, then the position does not require a vote and the nominee is appointed unopposed.
- 9.5.11 In the event of a tie, the President shall have the casting vote.
- 9.5.12 The Secretary or President shall inform the Governors, the Committee and the nominees of the results of the vote within five days of the close of voting date.
- 9.5.13 The voting papers are redacted to remove the names and any other personal identifiers to preserve the privacy of those who voted.
- 9.5.14 Voting papers will be destroyed 10 days after the close of voting date.
- 9.5.15 A position that is filled between Bi-Annual General Meetings does not serve a term of two years but expires in line with the next bi-annual election of executive officers.

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 or otherwise unavailable the Vice President becomes Acting President
- Chair the meetings in the absence of the President
- Take over as President if the President position becomes vacant

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

- Provide operational continuity so that the knowledge is transferred when the Committee changes
- Provide advice and insight as to why previous decisions were made
- Provide good governance advice based on previous experience
- Assist the President and Vice President where required

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.

***11.7 The role of Registrar is to:-**

- Manage and maintain the horse registry for the Association
- Process all matters relating to horse registration
- Ensure all registration fees are banked into the registry bank account
- Prepare and maintain all forms relating to registration matters
- Propose amendments to registry policy or procedures
- Carry out training in relation to registry matters where appropriate
- Maintain online databases in relation to horse information (e.g., Novice/Open or Typing)
- Notify the President and/or Executive of any issues or unresolved matters in a timely manner
- Provide information to the Members and receive information from the Members
- Report to the Committee on the status of the Registry at Committee Meetings and the Annual General Meeting.

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

*12.3 Delegate appointments are annual and are reconfirmed at the Committee Meeting prior to the AGM. They are announced at the AGM.

*12.4 The Affiliated Club Member must notify the President or Secretary if their delegate changes between annual general meetings so that the details on the AIMHCNZ Inc website can be updated

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.
- *16.5 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 unless approved by the Committee.

MEMBERSHIP OF THE ASSOCIATION

17. Membership

- *17.1 The Association shall consist of the following members:-

17.1.1 Affiliated Club Members. 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.

17.1.2 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 5.9.
- 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 31st 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, or is in breach of 6.11, then 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, if the Member (Governor or Affiliated Club) cannot or does not agree to correct the situation and refuses the offer of the meeting, the Association may, by 75% vote of the Executive, immediately terminate membership of the Affiliated Club Member, or if the situation relates to a Governor clause 21.4 will be invoked.

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 75% vote, impose a penalty or terminate membership of an Affiliated Club member. They may agree to invoke clause 21.4 in relation to a Governor. The decision will be notified to the Member in writing within 7 days.
- i) If the Membership is terminated and the Member is disaffiliated or removed, 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 31st 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 the Vice President takes the chair, or if the Vice President is also absent, 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
- Notification of the newly appointed Executive (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
- The results of voting on constitutional remits
- The results of voting on additions, changes or deletion of policies, rules and regulations voted by the Committee
- General business

*28.4.1 The business of the AGM or SGM does not have to occur in the order specified in the Constitution providing that all the items listed are covered. Additional items may also be inserted where appropriate.

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 Voting on general business items and any other items appearing on the agenda for AGM or SGM meetings that have not been subject to a pre-meeting voting process shall be carried out from the floor.

31.2 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.

31.3 Motions to change the constitution shall be submitted by Members of the Association to the Secretary 60 days prior to the AGM in the form of Remits.

31.4 The Remits will be available to all current Governors. These may be published online or emailed out to the Governors with the voting forms.

31.5 Voting forms will be emailed to the Governors or will be available online. Physical copies may be posted in accordance with the addendum below. Completed voting forms will be received by the Secretary or nominated person 7 days prior to Annual General Meeting. The Secretary or nominated recipient shall ensure completed voting forms are only received from those entitled to vote. Any anomalies will be investigated to ensure the vote is legitimate. The votes shall be counted by the Secretary and verified by the President, or if they are not available, the nominated recipient and one other member of the Executive. The results of voting shall be read out under the Agenda item, "The results of voting on constitutional remits".

- 31.4 and 31.5 Addendum: All current Governors have an email address and access to the internet and it is expected that this would be the case in the future, however, in the event that something goes wrong with online connectivity, a Governor may make a request to the Secretary that the remits and voting form be posted out provided that they cover the cost of the photocopying, envelope and postage.
- 31.6 The voting papers shall be printed out and brought to the AGM or SGM so that the results can be verified by recount if required.
- 31.7 Voting papers are redacted to remove the name of the voter and any other personal identifiers to preserve the privacy of those that voted.
- 31.8 The voting papers will be destroyed the day after the AGM or SGM.
- 31.9 Governors have one vote on each Constitutional Remit with the President holding the casting vote if required. Unless otherwise specified in this constitution, Governors and Affiliated Club Members (represented by their Delegate) vote on all other matters at the Annual General or Special Meeting, however where a Governor is also an Affiliated Club Delegate they still only get one vote.
- 31.10 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 in accordance with section 32.
- *31.11 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 prior to the start of the meeting. In the event that no financial member of the club is able to attend to represent the Affiliated Club then the Delegate may give their proxy in accordance with provision 32.

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**

- 33.1 Motions voted on from the floor must achieve a majority of at least 51% of those voting at any Annual General or Special General Meeting. Abstentions are disregarded in making the calculation. The President shall have an additional casting vote in the event of a tie.

33.2 All other voting pass rate thresholds are as per specific provisions documented within this Constitution. Where no threshold is stated a majority of 51% of those voting must be achieved.

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 the members (e.g., Governors and Affiliated Clubs) and take precedence over Affiliated Club rules. A copy of the current policies, procedures, rules and regulations shall be available on the Association website.

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.