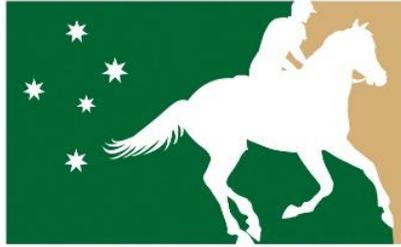


# Australian Endurance



Riders Association Inc

## 2019 PROPOSED STRUCTURE AND DRAFT CONSTITUTION INFORMATION SHEET

This document is to help explain why the AERA is proposing a new structure and updated Constitution. Your AERA delegates are able to answer questions also.

The Australian Endurance Riders Association Incorporated (AERA) is a legal entity known as an Incorporated Association, and was incorporated in New South Wales on 13 April 1992. The AERA still operates under the 1992 structure and Constitution.

In 2010, the AERA needed to engage a solicitor to interpret a particular section of the 1992 Constitution. This solicitor is a sports law expert based in Brisbane. He provided his interpretation on that issue and during this process, indicated that our Constitution was “quaint” and confusing, with some obvious deficiencies in terms of good governance. He recommended it be reviewed. The AERA set up a subcommittee which has worked with the solicitor on this review and the drafting of the proposed Constitution and new structure.

In this process we have:

- retained the concepts that are important to our sport, eg proportional representation
- provided remedies to the issues and deficiencies in the current Constitution and structure
- included suitable arrangements to take advantage of things that weren't available in 1992 and aren't conveniently worded in the NSW Model Rules, eg use of technology.

### **Why do we need a new Constitution?**

The 1992 Constitution has not been formally reviewed or amended since its adoption and is now very much out of date with the Associations Incorporation legislation. This means that the AERA is not meeting all its obligations under the current legislation, the Association Incorporation Act 2009 and Association Incorporation Regulation 2016. For those matters which are not addressed in the 1992 Constitution, the legislation says that the NSW Model Rules apply. The Model Rules don't necessarily include the most appropriate way for us to address these issues, and so we need to update the Constitution. It's imperative for the sake of making sure our Constitution serves us well and meets our legal obligations, that the 1992 Constitution is updated. The draft Constitution addresses these issues in a way that suits the endurance community, and complies with the current legislation. Accordingly, we ask that the Division Management Committees and members endorse it.

### **Why do we need a restructure?**

It could be surprising to learn that the only members of the AERA are the 14 delegates appointed at any one time by the Division Associations, and our Honorary members. This means that the link between the AERA and the Division Associations and their members, isn't as strong as it should be. The current structure is very 'flat' meaning that the AERA's members and its management are the same people. This is the same as the only members of the Division Associations being the Management Committee members. Our solicitor and the Australian Sports Commission say this is not good governance and the current AERA members agree. The draft Constitution and new structure seek to change this.

### **What is the proposed structure of the AERA under the 2019 Model and Constitution?**

1. Who will be the members?  
Supported strongly by our legal advice, we propose that the members of the AERA will be the six Division Associations. This will create a very strong legal link and give the Divisions and AERA ownership of each other. Because Associations need to be represented by people, we propose that the Division Association's will appoint delegates to debate and vote on their behalf.
2. The role of the delegates is to take part in AERA Annual General Meetings, and any Special General Meetings that might occur. Delegates are able to attend in person or remotely using tele or video conferencing.
3. The way Division Associations decide who their delegates will be is left up to the Divisions. They might want their Management Committee to decide, or it could be done by the members at their Annual General Meetings.
4. The number of delegates appointed by each Division Association is the same as the number of votes held by that Division. (see later).
5. The draft Constitution also allows for Honorary members, as we currently have, who are people especially recognized for their contribution. We have done away with some outdated concepts such as international and representative members.

### **How do the Division Associations vote at Annual General and Special Meetings?**

The delegates will vote on behalf of their Division Association. The analogy is the Division members who attend Division Annual General Meetings and Special General Meetings.

Serving Delegates cannot be AERA Management Committee members because best practice governance deems these roles should be separated.

Each delegate has one vote and proxy and electronic voting is available. Each Division will be entitled to one vote per 100 members, to a maximum of 5 votes. This means that Divisions will also have one delegate per 100 members, up to 5. This will maintain a similar level of proportionality as we currently have. On 2018 membership numbers, this means 19 delegates in total. The membership numbers used to calculate votes and delegate numbers for any given year will be the number of voting members a Division Association has in the year before each AGM.

### **What is the proposed structure of the Management Committee?**

A Management Committee of 8 people is proposed.

Each Division Association will be entitled to appoint Management Committee members based on their Division's membership. This means one person appointed by each of TEERA, WAERA, SAERA and VERA, and two people by each of QERA and NSWERA. The Committee will be smaller than now, and cheaper to administer, while maintaining proportionality.

We propose that the Management Committee members must be voting members of the Division Association that appoints them. Their term will be for two years and they are eligible for renomination. Each person has one vote, with no proxy votes. Serving Management Committee members cannot be delegates.

The Management Committee's role is the routine management of the AERA and its functions. They will elect the executive, comprising the President, Vice President, Treasurer and Secretary.

The Management Committee will be able to meet in person or remotely (tele or video conferencing). Aside from cost savings, this allow for more frequent meetings if needed to complete the workload.

Management Committee members may also serve on Division Association Committees, but Division Associations are encouraged to nominate people who do not hold executive (office bearer) positions on Division Committees. This is to avoid having people struggling to meet the workload of both roles.

### **What about Sub Committees?**

The Management Committee can appoint Sub Committees to perform specific tasks. Sub Committees are directly accountable to the Management Committee and can be temporary or permanent, depending on the task.

### **What next?**

The structure flowchart which follows gives more information.

The current proposal includes feedback from some Division Management Committees and this is an opportunity for further feedback if needed. It's also an opportunity for Division Association members to discuss and provide feedback.

It may also be necessary for the Division Associations to add a clause to their Constitutions to reinforce the link between them and the AERA, but this doesn't need to happen before the proposed Constitution and structure are adopted. The Divisions will be assisted with this process if it's necessary.

Please ask questions of your current AERA delegates and provide any feedback in writing to the AERA via the Secretary at [kim.moir@aera.asn.au](mailto:kim.moir@aera.asn.au) **before 13 January 2019.**

Your current AERA hopes that the proposal will be supported. If support is forthcoming, we would like to adopt the draft Constitution and structure at the 2018 AERA Annual General Meeting in March 2019.

## KEY POINTS AERA STRUCTURE: 2019 MODEL

