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CONSTITUTION OF

AUSTRALIAN ENDURANCE RIDERS ASSOCIATION INCORPORATED

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CONSTITUTION OF
AUSTRALIAN ENDURANCE RIDERS ASSOCIATION INC

1 Name

The name of the Incorporated Association shall be the "Australian Endurance Riders Association Inc."

2 Definitions

In this Constitution:

(a) **AERA** means Australian Endurance Riders Association Incorporated

(b) **Affiliation Agreement** is an agreement between the Association and a Division Association the contents of which shall be determined by negotiation between the Division Associations and AERA

(c) **AERA Rules** means those rules, By-laws, procedures, policies, guidelines and the like, adopted by AERA as amended from time to time

(d) **By-Laws** mean the rules and regulations for internal management of AERA

(e) **General Meetings** means a general meeting of AERA being an annual general meeting or a special general meeting

(f) **Membership Year** means the calendar year commencing 1st January

(g) **Boundaries** means that part of Australia under the control of a Division Association as approved by AERA through negotiation with the Division Associations

(h) **Management Committee** means the management committee of AERA

(i) **Delegate** means a person appointed by a Division Association

(j) **Endurance Event** means a horse riding or driving event, affiliated with AERA through the Division Association, and run under AERA's rules as in force from time to time and shall include all formats of events for which AERA's rules allow and often referred to as endurance riding

(k) **Endurance Riding** means the participation of a horse and rider combination as part of an Endurance event

(l) **Horse** means genus Equidae and hence shall include horses, mules and donkeys

(m) **Act** means the Association Incorporation Act NSW 2009

(n) **Regulation** means the Association Incorporation Regulations

(o) **Special Resolution** requires 75% of the votes cast in favour of the motion to pass

3 Objects

3.1 AERA will act as a coordinating body for the sport of endurance in Australia and it will aim to promote all aspects of the sport, including the highest ideals of sportsmanship and horsemanship, with horse welfare being of prime consideration, as embodied in the mission “to complete is to win”.

3.2 To promote and foster the sport of Endurance Riding by formulating AERA Rules as defined in clause 2(c) of this Constitution and veterinary procedures to be observed by all organisers of Endurance Events affiliated with AERA through the Division Associations.

3.3 To ensure that the AERA Rules and veterinary procedures are observed in a manner that provides protection for the wellbeing of horses ridden in Endurance Events.

3.4 To maintain complete and accurate records of the results of Endurance Events conducted in Australia, to conduct a national annual point score and to maintain a Registry of the performance and welfare of endurance horses and an archive for the sport.

3.5 To liaise with properly accredited members of the veterinary profession, or any recognised body, in relation to the welfare of horses in Endurance Events.

3.6 To supervise the organisation of an annual Australian National Championship Endurance Ride over a distance of not less than 160kms, within a maximum elapsed time of 24 hours to be known as the Tom Quilty Gold Cup Endurance Ride, in accordance with the guidelines and procedures as current from time to time

3.7 To establish and liaise with Division Associations of AERA.

3.8 To formulate standards by which Division Associations can accredit their members to be stewards and officials so as to assist in the efficient conduct of Endurance Events and to maintain Registries of such accredited members.

3.9 To encourage and assist members of the Division Associations to compete in international Endurance Riding competitions and to select team members to represent Australia when necessary.

3.10 To encourage, promote, and conduct Endurance Events with international standing within Australia and to negotiate or contract with any organisation or administrative body as may be necessary.

3.11 To encourage the conduct of research into, and to disseminate information collected in relation to, the performance, training, feeding, husbandry, diseases, physiology, injuries and genetics of horses in the sport of Endurance Riding.

4 Powers and Duties

Each Division Association shall have the following powers and duties:

4.1 To authorise, Endurance Events within its Boundaries.

4.2 To ensure that the AERA Rules and veterinary procedures approved by AERA are applied at all affiliated Endurance Events.

4.3 To formulate constitutions consistent with this constitution.

4.4 To establish and have published an annual calendar of Endurance Events to be held within the Boundaries, and to co-operate with AERA in determining the dates for recognised AERA events.

4.5 To keep records of the results of all Endurance Events within the Boundaries and to forward such records to AERA within 7 days of the event.

4.6 To conduct point score competitions based on performance in Endurance Events as defined by the rules of AERA.

4.7 To resolve disputes, implement warning systems and take disciplinary action in a manner consistent with the riding rules and procedures formulated or approved by AERA.

4.8 To collect fees on behalf of AERA.

4.9 To educate, examine and approve, according to AERA standards, persons for accreditation with AERA as veterinarians, stewards and officials to assist in the efficient conduct of Endurance Events.

4.10 To withhold or withdraw affiliation of an Endurance Event where evidence exists that the organisers of the event have not adhered to or do not intend to adhere to the riding rules procedures and veterinary procedures as approved by AERA.

4.11 To furnish to AERA copies of all annual reports including audited accounts or financial reports that include a Profit and Loss Statement and provide an overview of the financial status of the DA, and draft minutes of their annual general meeting within 30 days.

4.12 To generally promote the sport of Endurance Riding.

4.13 To execute affiliation and other agreements as required by AERA.

5 Membership

5.1 The membership of AERA shall consist of:

(a) Division Associations

(b) Honorary Members.

5.2 Division Associations

(a) A Division Association shall be an incorporated body as approved by AERA representing land area within the Boundaries.

(b) The affairs of each Division Association shall be managed by a Management Committee appointed in accordance with the rules of each Division Association.

(c) The land area within the Boundaries to which each Division Association shall be responsible will be negotiated between the Management Committee of AERA and the Division Associations, from time to time.

(d) Division Associations shall have voting rights as set out in clause 25.

(e) Division Associations shall be entitled to receive notice of all general meetings and all Management Committee meetings, of AERA.

(f) At the date of adoption of this Constitution, the Division Association Members are as set out in Schedule 1.

5.3 Delegates

(a) Division Associations may appoint Delegates or Proxies to exercise their voting rights

(b) Delegates are required to be voting members of the Division Association by which they are nominated, or be an Honorary Member of a Division Association or an Honorary Member of AERA.

(c) A Delegate or Proxy shall be entitled to vote at any general meeting of AERA

(d) A Delegate shall be entitled to endorse the nomination of the Management Committee of AERA at an Annual General Meeting

(e) Each Division Association shall be entitled to appoint such number of Delegates equal to the number of votes held by the Division Association up to a maximum of 5, in accordance with clause 25.

(f) The Delegates shall be entitled to receive notice of all general meetings of AERA.

(g) The Delegates shall be entitled to exercise the voting rights of Division Associations. Each Division Association shall, prior to each general meeting, notify AERA of the name of the attending Delegates or Proxies who are authorised to vote on behalf of Division Associations and what the respective voting rights of each Delegate or Proxy shall be.

5.4 Honorary Members

(a) An Honorary Member is a member who has been recognised by AERA as having provided special services to the sport of Endurance Riding and is nominated by a Division Association or the AERA Management Committee, and approved as an Honorary Member at an annual general meeting of AERA.

(b) A nomination for honorary membership shall be in writing, provided to the AERA secretary at least 28 days before the date for the annual general meeting of AERA. The annual general meeting must by special resolution vote in the Honorary Member.

(c) The appointment as Honorary Member shall be for life unless removed by an ordinary resolution at a general meeting of AERA.

(d) Honorary Members shall have no right to vote unless appointed as a delegate or management committee member.

(e) Deceased Honorary Members will continue to be recognised in accordance with AERA's procedures.

6 Cessation of Membership

6.1 A Division Association ceases to be a member of AERA if:

(a) it is removed by AERA in accordance with this Constitution;

(b) it fails to renew its affiliation agreement with AERA by 1 March annually;

(c) fails to maintain incorporation; or

(d) fails to comply with all relevant statutory provisions.

7 Resignation of Members

7.1 A Division Association shall not be entitled to resign its membership unless a special resolution authorising such resignation has been passed by the members of that Division Association in accordance with its rules.

7.2 Honorary Members can resign their membership by giving notice to AERA in the manner determined by the Committee of Management from time to time.

8 Register of Members

8.1 The public officer of AERA shall cause to be maintained a register of members of AERA specifying the name and address of each person and the official address of each Division Association and other Members who are a member of AERA together with the date on which the person or Division Association became a member.

8.2 The register of members must be kept in New South Wales:

(a) at the principal place of administration of AERA, or

(b) if AERA has no premises, at AERA's official address.

8.3 The register of members must be made available for inspection, free of charge, by any member of AERA at any reasonable hour.

8.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

8.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to AERA or other material relating to AERA, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8.6 The public officer of AERA shall cause to be removed the names of all persons who cease to be members in accordance with Clause 6 & 7.

9 Fees and Other Charges

9.1 The Committee of Management shall determine the annual fees and other charges payable by each Member in accordance with by-laws which have been approved at an AERA AGM

9.2 Fees and other charges shall be payable as determined by the Management Committee according to the by-laws of AERA .

10 Members Liabilities

10.1 The liability of a member of AERA to contribute towards the payment of the debts and liabilities of AERA or the costs, charges and expenses of the winding up of AERA is limited to the amount, if any, unpaid by the member in respect of membership of AERA as required by clause 9.

11 Disciplining of Division Association

11.1 The Management Committee shall make By-Laws for the discipline of Division Associations including termination of membership.

12 Disciplining of members via an AERA Independent Disciplinary Panel and appeals via an AERA Independent Appeals Committee

12.1 Where the Management Committee of a Division Association or the Management Committee of AERA is of the opinion that a member of a Division Association:

(a) has refused or failed or neglected to comply with a provision or provisions of these rules, of the riding rules, procedures, veterinary procedures, or conditions of entry for Endurance events as approved by AERA from time to time; or

(b) has acted in a manner prejudicial to the interests of AERA

The Division Association Management Committee may by resolution request that the AERA applies a disciplinary process by referral to the AERA Independent Disciplinary Panel as described in 12.3.

12.2 AERA independent disciplinary panel selection and authority

(a) At each AERA AGM, each Division Association will nominate two members of its Association to constitute an independent disciplinary panel. The process of selecting division association members for this nomination is governed by the constitution of each division association.

(b) If a matter is referred to the AERA under Section 12.2, the AERA will use a ballot system to choose 3 members (from division associations other than that of the member under investigation) of the independent disciplinary panel to act on the referral in accordance with the procedures outlined in this Section.

(c) The selected persons shall elect one of their numbers to act as chairperson;

(d) Members of the IDP shall disqualify themselves from acting in the event of a conflict of interest relating to the issue to be resolved. Membership of the

DA which refers a disciplinary matter to AERA will be considered a clear conflict of interest and such members will be excluded from the ballot for the panel.

(e) The AERA Management Committee may disqualify a member of the IDP from acting on a particular matter if the AERA Management Committee determines by a majority decision that the member of the IDP has a conflict of interest relating to the complaint.

(f) Where the IDP, after the hearing process as described in this Section, or having determined the matter in the absence of a hearing, finds that a member of the Association has:-

i. breached any of the rule/rules governing the Division Association; or.
ii. acted in a manner prejudicial to the interests of the Division Association; or
iii. refused to answer the complaint or refused to attend the hearing to give evidence

Then, the IDP may, by resolution of a majority of IDP members entitled to vote, either;

(a) Dismiss the complaint, or
(b) Apply a penalty to the member under investigation as prescribed in the AERA rule book 3.10, which are:
    i. a direction to comply
    ii. non-recognition of results
    iii. imposition of a non-participation time period for a rider, trainer, support personnel and/or horse
    iv. imposition of novice status for a period of time for a rider and/or horse
    v. imposition of a monetary fine on a rider, trainer or support personnel for the purposes of cost recovery
    vi. termination of DA membership
    vii. any other reasonable penalty as determined by the AERA.

12.3 Service of Notice and appeal procedure

Where the IDP passes a resolution under Section 12.2 the IDP shall, as soon as practical, cause a notice in writing to be served on a member:

i. Setting out the resolution of the IDP. Such resolution is to commence from a date specified in the advice letter;
ii. Stating that the member has the right of appeal, as per AERA General Rules 3.11, 3.12 and 3.13 to the AERA Independent Appeals Committee (IAC) within a period of 14 days after the serving of the notice. Such appeal must be lodged with the Secretary of the AERA. The resolution shall remain in place unless rescinded or amended by the AERA IAC;

iii. Informing the member that in the case that they do not accept the decision of the IDP, the member may request an appeal in writing to the Secretary of AERA, and do either or both of the following;
   (a) Attend and speak at the requested appeal panel meeting;
   (b) Submit to the AERA IAC at or prior to the date of that meeting written representations relating to the resolution.

12.4 Independent Appeals Committee

Where the AERA Management Committee receives notice of appeal from the member, the AERA Management Committee will use a ballot system to select a different panel from the existing IDP members to act as an Independent Appeal Committee (IAC) and the IAC shall inform the member, of the date, time and place of their meeting with the AERA IAC so selected so long as this date shall not be sooner than 14 days from the receipt of the notice of intent to appeal and that the member may do either of the following;

(a) Attend and speak at the meeting personally, or if a junior, their guardian speak for them;

(b) Submit to the AERA IAC at or prior to the date of that meeting written representations relating to the decision of the IDP

At a meeting of the AERA IAC held as a result of an appeal and in accordance with these rules, the IAC shall;

(a) Give to the member or other members an opportunity to make oral representations;

(b) Give due considerations to any written or oral representations submitted to the IAC by the AERA Management Committee or the relevant Division Association Management Committee at or prior to the meeting which relates to the resolution;

(c) by majority vote determine whether to confirm, or amend, or to revoke the resolution of the AERA IDP; and Inform the AERA Management Committee of its decision in writing.

12.5 General conditions for an IDP/IAC

i. Three IDP/IAC members will be required as a quorum.
ii. Voting at IDP/IAC meetings shall be decided by a majority vote.
iii. The IDP/IAC shall convene at the direction of the AERA Management Committee and report its decision in writing to the Secretary of the AERA.
iv. Members of the IDP/IAC are eligible for reappointment at the end of their term.
v. If a member of the IDP/IAC ceases to be a financial member of a Division Association then their position on the IDP/IAC shall become vacant.
vi. A casual vacancy on the AERA IDP will be filled by a recommendation from the relevant DA.

13 Management Committee Powers, Duties and Responsibilities

13.1 The Management Committee and, subject to the Act, the Regulations and these rules and to any resolution passed by AERA in Special General Meeting:

(a) shall control and manage the affairs of AERA;

(b) has power to require its members to maintain confidentiality on any matter that the Committee by majority so resolves;

(c) may exercise all such functions as may be exercised by AERA other than those functions that are required by these rules to be exercised by a general meeting of members of AERA;

(d) has the power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of AERA;

(e) has the power to appoint and or dismiss such numbers of honorary veterinary advisers and honorary legal advisers as is determined by the Management Committee from time to time; and

(f) has power to request a Division Association to convene a special general meeting of the Division Association members, in the manner prescribed by the Division Association Constitution, for the purpose of resolving a dispute and may represent the views of AERA at such special general meeting.

13.2 For the purposes of sub-rule 13.1(e) "honorary veterinary advisers" means a veterinary surgeon or surgeons registered under the law of a state or territory and "honorary legal advisers" means a barrister or solicitor admitted to practice as barrister or solicitor in any court of a state or territory.

13.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-Committee appointed by the Management Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-Committee.

14 Eligibility of Management Committee Members

14.1. The members of the Management Committee are required to be voting members of the Division Association by which they are nominated

15 Composition and Membership of Management Committee

15.1 The Management Committee shall be made up of the number of persons nominated by each of the Division Associations as follows:

(a) New South Wales 2

(b) Queensland 2

(c) South Australia 1

(d) Western Australia 1

(e) Tasmania 1

(f) Victoria 1

15.2 The term of each member of the Management Committee shall be two (2) years, subject to this Constitution. No member shall be eligible to serve more than three consecutive terms, after which time the member is required to stand down for at least 2 years.

15.3 Each Division Association shall, at least 21 days prior to the date of the annual general meeting of AERA, nominate the number of persons as set out in clause 15.1.

15.4 The office-bearers of AERA shall be -

(a) the president;

(b) the vice president;

(c) the treasurer; and

(d) the secretary;

15.5 The office-bearers of AERA shall be elected by the Management Committee using such method as the Management Committee shall determine.

15.6 Each member of the Management Committee shall, subject to these rules, hold office until the conclusion of the second annual general meeting following the date of appointment but is eligible for re- appointment or nomination.

15.7 In the event of a casual vacancy occurring in the membership of the committee, the Division Association from which the casual vacancy arose may appoint a delegate to fill the vacancy, and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

16 **Casual Vacancies**

For the purposes of this Constitution, a casual vacancy in the office of a member of the Management Committee occurs if the member:

(a) dies;

(b) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;

(c) resigns office by notice in writing given to the secretary;

(d) is removed from office under rule 19;

(e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

(f) has their nomination revoked by the Division Association by which they were nominated

17 Secretary

17.1 It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the Management Committee;

(b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting;

(c) the decisions taken and business dealt with at Management Committee meetings and general meetings; and

17.2 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17.3 The secretary shall provide to the secretary of each Division Association the draft minutes of the Management Committee within 30 days following any meeting of the Management Committee.

17.4 The secretary shall ensure that all reporting is submitted to NSW Fair Trading as required.

18 Treasurer

18.1 It is the duty of the treasurer to ensure that:

(a) all money due to AERA is collected and received and that all payments authorised by AERA are made;

(b) correct books and accounts are kept showing the financial affairs of AERA including full details of all receipts and expenditures connected with the activities of AERA;

(c) a true copy of the audited financial report of AERA for the immediate past Membership Year is provided to the secretary of each Division Association no later than 14 days before the Annual General Meeting.

19 Removal of Management Committee Member

19.1 In exceptional circumstances, AERA in general meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may request the Division Association by which the person was appointed to appoint another person to hold office until the expiration of the term of office of the member so removed.

19.2 If a member of the committee to whom a proposed resolution referred to in Clause 19.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) the secretary or the president shall send a copy of the representations to each Delegate of AERA prior to the meeting at which the resolution is considered.

20 Management Committee Meetings and Quorum

20.1 The Management Committee shall meet at least twice in each period of 12 months at such place and time and in the manner as the Management Committee may determine.

20.2 Written or electronic notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

20.3 Where the majority of the total number of members of the Management Committee request of the secretary in writing an additional meeting of the Management Committee an additional meeting shall be convened by the president;

20.4 Any request to convene an additional meeting of the Management Committee shall specify the precise nature of the business to be transacted at that meeting.

20.5 Any 5 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the committee.

20.6 No business shall be transacted by the Management Committee unless a quorum is present and if within one hour of the time appointed for the meeting a quorum

is not present the meeting shall be postponed to a place, time and date as determined by a majority of the members of the Management Committee present at that time.

20.7 At a meeting of the Management Committee:

(a) the president or, in the president's absence, the vice-president chosen by the members present at the meeting shall preside; or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting shall preside.

20.8 The chairperson of a meeting of the Management Committee at which a quorum is present may, with the consent of the majority of the Management Committee members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

20.9 Where a meeting of the Management Committee is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Division Association secretary stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

20.10 Except as provided in clause 20.9, notice of an adjournment of a meeting of a Management Committee or of the business to be transacted at an adjourned meeting is not required to be given.

21 Use of technology at Management Committee meetings

21.1 A Management Committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each committee member an equitable opportunity to participate.

21.2 A Management Committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22 Delegation to Sub-Committees

22.1 The Management Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such persons as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Management Committee by the Act or by any other law.

22.2 A function the exercise of which has been delegated to a sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.

22.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function of the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

22.4 Notwithstanding any delegation under this rule, the Management Committee may continue to exercise any function delegated.

22.5 Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Management Committee.

22.6 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.

22.7 A sub-Committee may meet and adjourn as it thinks proper within its Terms of Reference.

22.8 A co-ordinator for each sub-Committee shall be appointed by the Management Committee.

23 Voting at Management Committee Meetings

23.1 Questions arising at a meeting of the Management Committee or of any sub-Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.

23.2 Each member of the Management Committee has one vote.

23.3 In the event of an equality of votes on any question, then the question shall be deemed to be decided in the negative.

23.4 Proxy votes are permitted at meetings of the Management Committee

24 Annual General Meetings

24.1 The annual general meeting of AERA shall, subject to the Act and to this Constitution, be convened at such place and time as the Management Committee thinks fit and within 6 months of the end of the Financial Year.

24.2 The business of an annual general meeting shall be:

(a) to confirm the minutes of the last preceding annual general meeting and of any special meeting held since that meeting;

(b) to receive from the Management Committee reports upon the activities of AERA during the last preceding financial year;

(c) to receive and consider the audited financial statement required to be submitted to members pursuant to the Act;

(d) endorse the appointment of the Management Committee;

(e) to appoint a public officer; and

(f) to appoint an auditor;

(g) to approve nominations for Honorary membership of AERA; and

(h) to deal with business brought to the meeting by a Division Association as per clause 24.5.".

24.3 An annual general meeting shall be specified as such in the notice convening it.

24.4 The secretary shall, at least 28 days before the date fixed for the holding of the annual general meeting, cause to be sent by such means as determined by the Management Committee to each Division Association secretary a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting

24.5 No business other than that specified in the notice convening the annual general meeting shall be transacted at the meeting.

24.6 A Division Association desiring to bring any business before the annual general meeting shall give notice in writing of that business to the secretary who shall include that business in the next notice calling an annual general meeting given after receipt of the notice from the member.

24.7 A Quorum of AERA for the transaction of the business at the annual general meeting, attending by delegate or by proxy, shall be one more than one half of the total number of votes eligible to be cast at the annual general meeting.

24.8 No item of business shall be transacted at the annual general meeting unless a quorum of members entitled under these rules to vote is present in person or by proxy during the time the meeting is considering that item.

25 Voting at Annual and Special General Meetings

25.1 Each Division Association shall be entitled to a number of votes calculated as follows:

a) 1 vote for each 100 members (or part thereof) of each Division Association to a maximum of 5 votes

b) based on the maximum number of voting members each Division Association had in the year preceding the date of the Annual or Special General Meeting.

25.2 Such votes shall be cast by the appointed Delegates for the Division Association or proxies.

25.3 A question arising at a General Meeting of AERA is to be determined by:

(a) a show of hands, or

(b) vote cast verbally, or

(c) if on the motion of the chairperson or if 3 or more Delegates or proxies present at the meeting decide that the question should be determined by a written ballot, or

25.4 If the question is to be determined by a show of hands or vote cast verbally a declaration by the chairperson that a resolution has, on a show of hands or vote cast verbally, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of AERA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25.5 Where a written ballot is demanded at a general meeting, the ballot shall be taken-

(a) immediately in the case of a written ballot which related to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the written ballot on the matter shall be deemed to be the resolution of the meeting on that matter.

26 Presiding Member of General Meetings

26.1 The president or, in the president's absence, the vice-president shall preside as chairperson at each general meeting of AERA.

26.2 If the president or the vice-president chosen by the Management Committee are absent from a General Meeting or are unwilling to act, the members of the Management Committee present shall elect one of their number to preside as chairperson at the general meeting.

27 Procedure at and Postponement of General Meetings

27.1 At a general meeting the presiding officer shall be determined in accordance with clause 26.

27.2 If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall be postponed to a place, time

and date as determined by a simple majority of the members of the Management Committee present at that time.

27.3 Where a general meeting is postponed, the secretary shall give written or oral notice of the postponement of the meeting to each member of AERA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

27.4 Delegates may attend a general meeting by such form of telecommunication as approved by the Management Committee.

28 Special General Meetings

28.1 The Management Committee may, whenever it decides to do so, convene a Special General Meeting of AERA.

28.2 The secretary shall, on the requisition in writing of not less than three Division Associations, convene a Special General Meeting of AERA.

28.3 A requisition for a Special General Meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the secretaries making the requisitions;

(c) shall be lodged with the secretary of AERA; and

(d) may consist of several documents in a similar form, each signed by the Division Association secretary making the requisition.

28.4 If the secretary of AERA fails to convene a Special General Meeting to be held within 60 days after the date on which a valid requisition for the meeting is lodged with the secretary, any one or more of the Division Associations who made the requisition may convene a Special General Meeting to be held not later than 90 days after that date.

28.5 A Special General Meeting convened as referred to in clause 28.4 above, shall be convened as early as is practical in the same manner as the annual general meeting is convened.

28.6 The secretary shall, at least 28 days before the date fixed for the holding of a Special General Meeting, cause to be sent by such means as determined by the Management Committee to each Division Association at the member's official address, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.7 No business other than that specified in the notice convening the Special General Meeting shall be transacted at the Special General Meeting.

28.8 A quorum for the transaction of business at a Special General Meeting shall be not less than 75 per cent of the total number of Delegates eligible to cast votes at the Special General Meeting.

29 Electronic ballots

29.1 AERA may hold an electronic ballot (as the Management Committee determines) to determine any issue or proposal, other than a disciplinary appeal.

29.2 An electronic ballot is to be conducted in accordance with the By-Laws or if no By-Laws have been created by the Management Committee in accordance with the Act.

30 Use of technology at general meetings

30.1 A general meeting may be held at two or more venues using any technology approved by the Management Committee that gives each of the Delegates equitable opportunity to participate.

30.2 A Delegate who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

31 Special Resolutions

31.1 A special resolution may only be passed by AERA in accordance with the Act as follows:

(a) at a general meeting of AERA of which notice has been given to its members no later than 21 days before the date on which the meeting is held; or

(b) in an electronic ballot conducted by AERA; or

(c) in such other manner as the Secretary (in this case meaning the Commissioner for Fair Trading or Departmental Secretary) may direct; or

(d) if it is passed by a majority of at least 75% of the votes cast by members of AERA who, under this Constitution, are entitled to vote in person or by proxy, on the proposed resolution.

31.2 A notice referred to in clause 31.1(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

31.3 An electronic ballot referred to clause 31.1(b)may only be conducted in relation to resolutions of a kind that this Constitution permits to be voted on by means of an electronic ballot and must be conducted in accordance with By-Law created by the Management Committee for the holding of Electronic Ballots.

31.4 A direction under clause 31.1(c) may not be given unless the Secretary (in this case meaning the Commissioner for Fair Trading or Departmental Secretary) is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by clause 31.1(a) or 31.1(b).

32 By-Laws

32.1 The Management Committee may make such By Laws for the administration of AERA and the relationship with the Division Associations as it sees fit from time to time provided that those By-Laws are not inconsistent with this Constitution. Such By-Laws shall be published to the Members of AERA who are bound by these By- Laws.

33 Insurance

33.1 AERA shall effect and maintain public liability and directors' liability insurance, and may effect and maintain other insurance as the Committee of Management thinks fit.

34 Funds – Source

34.1 The funds of AERA shall be derived from levies on Division Associations, entry fees and annual subscriptions of members, donations and, subject to any resolution passed by the Management Committee, such other sources as the Management Committee determines.

34.2 Levies on Division Associations shall be proportional to the membership of each Division Association.

34.3 All money received by AERA shall be deposited as soon as practicable and without deduction to the credit of AERA's bank account.

34.4 AERA shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35 Funds – Management

35.1 Subject to any resolution passed by AERA at a Special General Meeting, the funds of AERA shall be used in pursuance of the objects of AERA in such manner as the Management Committee determines.

35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Management Committee, being members authorised to do so by the Management Committee.

35.3 The financial affairs of AERA may be managed by electronic means in such manner as the committee determines.

36 Alterations of this Constitution

36.1 Subject to the Act, this Constitution may be altered, rescinded or added to only by a special resolution passed at a general meeting of AERA.

37 Custody and Books

37.1 Except as otherwise provided by this Constitution, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to AERA.

37.2 The following documents must be open to inspection, free of charge, by a member of AERA at any reasonable hour:

(a) records, books and other financial documents of AERA,

(b) this Constitution,

(c) minutes of all committee meetings and general meetings of AERA.

38 Service of Notice

38.1 For the purpose of this Constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

38.2 For the purpose of this Constitution, a notice may be served on or given to Division Association by delivering it to secretary of the Division Association, or

(a) by sending it by pre-paid post to the official address of the Division Association, or

(b) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the Division Association for giving or serving the notice.

38.3 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

39 Financial Year

39.1 The financial year of AERA shall be from 1st January to 31st December in each year.

40 Winding up and Distribution of property on winding up of AERA

40.1 AERA may be wound up and dissolved by a special resolution carried by a majority of votes at a general meeting called for that purpose.

40.2 Subject to the Act and the Regulations, in a winding up of AERA, any surplus property of AERA is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

40.3 In this clause, a reference to the surplus property of AERA is a reference to that property of AERA remaining after satisfaction of the debts and liabilities of AERA and the costs, charges and expenses of the winding up of AERA.

41 Transitional Provisions

41.1 The following transitional provisions shall apply:

(a) At the Annual General Meeting held in 2021, the following positions shall be declared vacant:

(i) 1 New South Wales position

(ii) 1 Queensland position

(iii) 1 South Australia position

(iv) 1 Tasmania position

(b) At the Annual General Meeting held in 2022, the following positions shall be declared vacant:

(i) 1 New South Wales position

(ii) 1 Queensland position

(iii) 1 Western Australia position

(iv) 1 Victoria position

42 Resolution of Disputes

42.1 A dispute between a member and another member (in their capacity as members) of AERA , or a dispute between a member or members and AERA, are to be referred for mediation if in the view of the Management Committee it is a matter suitable for mediation.

42.2 If a dispute is not resolved by mediation within 3 months of the referral to mediation the parties are at liberty to take such further action as they see fit.

42.3 The mediator shall be such person as agreed by the parties or failing agreement appointed by the President of the New South Wales Law Society.

43 Proxies

43.1 A Division Association shall be entitled to appoint another person as the proxy to attend and to vote at General Meetings and Management Committee meetings. A proxy for this purpose must be lodged with the secretary, in writing in the manner prescribed by AERA.

43.2 The instrument appointing a proxy shall be in writing and signed by the Division Association representative and shall specify the number of votes the proxy is authorised to cast.

43.3 Every instrument of proxy shall be in a form acceptable to AERA.

SCHEDULE 1

Division Association Members (at **adoption** of **this** Constitution)

New South Wales Endurance Riders Association

Queensland Endurance Riders Association

South Australian Endurance Riders Association

Tasmanian Equine Endurance Riders Association

Victorian Endurance Riders Association

Western Australian Endurance Riders Association

Historical Notes (not forming part of this Constitution).

1 Version V16 November 2019 as adopted 21 March 2020 and registered with NSW Fair Trading 12 May 2020.

2 Version V17 March 2021 with amendments as adopted 17 March 2021 and registered with NSW Fair Trading 7 May 2021

3 Version V18 March 2024 with amendments as adopted 27 March 2024 and registered with NSW Fair Trading 11 June 2024

4 Version V26 March 2026 with amendments adopted 25 March 2026 and registered with NSW Fair Trading 17/04/2026