

SOUTH AUSTRALIAN ARABIAN RIDERS AND BREEDERS SOCIETY INCORPORATED



**CONSTITUTION AND REGULATIONS 1999**

Amended July 2016, May 2017, Oct 2017, March 2018, 2019

1. **NAME**

The name of the incorporated association is "SOUTH AUSTRALIAN ARABIAN RIDERS AND BREEDERS SOCIETY INCORPORATED". (SA ARABS Inc.) (hereinafter called the "Association").

2. **AIMS**

The aims and powers of the Association are:

- a) In so far as is reasonably possible
  - i. to maintain the purity and promote the improvement of Purebred Arabian and
  - ii. to maintain and promote the development and improvement of *Arabian Derivative Horses* in South Australia;
- b) to promote and encourage the breeding and exhibition of Purebred Arabian and Arabian Derivative Horses in South Australia;
- c) to hold and promote shows and exhibitions of Purebred Arabian and Arabian Derivative Horses and to offer and award prizes thereat;
- d) to advertise and publish such matters and in such newspapers, periodicals, books and electronic forum as the Association may think necessary or desirable for the attainment of its aims;
- e) to print and publish any newspapers, periodicals books, leaflets or electronic articles/posts that the Association may think necessary or desirable for the attainment of its aims
- f) to encourage the introduction of Purebred Arabian and Arabian Derivative Horses into South Australia and to advise on matters relating to the purchase, transportation and introduction of such horses into South Australia;
- g) to establish harmonious relations and co-operate with Agricultural Societies in South Australia with a view, inter alia, to having the breed fully represented in the schedule of prizes at shows and exhibitions conducted by such societies;
- h) to establish harmonious relations with Societies having aims similar to these aims and to encourage exchanges with Societies of a like nature elsewhere.
- i) to purchase, sell, hire, take on lease, mortgage, charge, encumber, deal with or dispose of any real or personal property in the interests of the Association and to appoint Trustees to hold and deal with same in the terms of these aims and powers;
- j) to accept any gift or legacy of any money or property whether subject to any special trust or not for any one or more of the aims of the Association;
- k) to invest any monies of the Association and to borrow in such terms and in such manner as may from time to time be determined;
- l) to promote in any way the interest of breeders, owners or lessees of Purebred Arabian and Arabian Derivative Horses;
- m) TO appoint judges and maintain a list of persons competent to act as judges of Arabian Horses at any Show whether promoted or sponsored by the Association or otherwise.

### 3. INTERPRETATION

Where herein used the following terms shall have the meanings in this clause assigned thereto:

- a) "Association Auditor" means the Auditor appointed by the management committee and ratified by Annual General Meeting.
- b) "Association Chairperson" and "Association Vice Chairperson" means respectively the Chairperson and Vice Chairperson from time to time elected pursuant to these regulations.
- c) "Association Member" means any person or persons whose application for membership, or renewal thereof has been approved by the Management Committee and whose annual membership fee has been paid.
- d) The Regulations herein contained as from time to time amended shall be called the "Association Regulations" and shall be construed and take effect subject to the Memorandum and Articles and to the Regulations.
- e) "Association Secretary" means the Secretary or Assistant Secretary of the Association.
- f) "Management Committee" means the Management Committee elected pursuant to these regulations.
- g) "Officers" or "Office-bearers" include inter alia the Association Chairperson, Association Vice Chairperson (if any), Association Secretary, Association Assistant Secretary (if any), Association Treasurer and Association Publicity Officer.
- h) "The Act" means the Associations Incorporations Act 1985.
- i) "The Breed" means Purebred Arabian as defined in the regulations of the World Arabian Horse Association **and** Arabian Derivative Horses as defined in the Regulations of the Association or the Arabian Horse Society of Australia.
- j) "The Society" means the Arabian Horse Society of Australia Limited.

Subject as aforesaid words and expressions where the context reasonably permits the male gender shall include female and neuter genders and the singular number shall include the plural number.

- k) Intellectual Property means copyrights, trademarks and patents or means any property under the Copyright Act 1968 (Cth), Patents Act 1990 (Cth) or Trademarks Act 1995 (Cth).
- l) Mail means the communication of Association information by either
  - I. Prepaid Post;
  - II. Facsimile;
  - III. Email; or
  - IV. Other electronic methods that directly delivers the communication to the Association Member.

Preferred method of delivering Mail will be stipulated on the Membership Application Form and sent to the Association Member's last recorded preferred contact address.

### 4. ASSOCIATION MEMBERSHIP

- a) Subject to the Association Regulations any single adult, family or junior person may be admitted by the Management Committee to membership of the Association upon application for such membership being duly made in writing, signed by such person or if a junior by his parent / guardian and being accompanied by the appropriate membership fee.

- b) An application for Membership of the Association or renewal thereof shall be in such form as shall from time to time be prescribed by the Management Committee.
- c) The Management Committee may accept or refuse any application for Membership of the Association or renewal thereof without assigning any reason thereof.
- d) Any member whose subscription is outstanding for more than two (2) months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate membership on payment of all outstanding fees.
- e) Membership of the Association shall consist of the following five categories: -
  - i) Single Membership, a person of eighteen years or over on the 1<sup>st</sup> January of the year of membership. A Single Membership shall have one voting right;
  - ii) Family Membership, comprising one or two adults and all their children who are under eighteen on the 1<sup>st</sup> January of the year of membership, and all residing together. A Family Membership shall have one or two voting rights, depending on the number of family members who are eighteen years or over on the 1<sup>st</sup> January of the year of membership;
  - iii) Junior Membership, a person who is not yet eighteen on the 1<sup>st</sup> of January of the year of membership. Junior Members shall not be entitled to vote on any matter before any meeting;
  - iv) Life Membership (see Clause 5).
  - v) Partnership Membership, comprising two or more adults over the age of eighteen years, who jointly own a registered Arabian or Arabian Derivative as recorded with the Arabian Horse Society of Australia. A Partnership Membership shall have two voting rights.
- f) Effect of Membership- This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations. (Regulations include, but are not limited to, the Clubs current Risk Management Policy, Hot Weather Policy, & Child Safe Policy, AHSA Affiliate Agreement). Each Member is also bound by the rules and regulations governing competitions in which the member participates.
- g) A Member who ceases to be a Committee Member or Member, must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

## **5. LIFE MEMBERSHIP**

Life Membership shall be granted to those members who in the opinion of the Management Committee have rendered service in the form of at least 10 years' continuous service on the Management Committee or other outstanding service to the Association and who are elected at the Annual General Meeting by a two-thirds majority of voting members present. A nomination for Life Membership must be signed by two current financial members. The names of the nominees must be submitted to and approved by the Management Committee no later than 28 days prior to the Annual General Meeting. Life Members have full membership rights and are not required to pay further membership fees. A Life Member shall have one voting right.

## **6. RESIGNATION**

- a) A member may resign from the membership of the Association by giving written notice thereof to the Association Secretary. Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt to the Association.

- b) An Association Member whom either resigns or membership elapses, must immediately return to the Chairperson/Secretary/Management Committee all property, tangible and intangible upon resignation or membership expiration.
- c) Failure to return all property to the Chairperson or Secretary; the Association Member shall be liable for any costs that the Association incurs in recovering all of its property.

**7. ASSOCIATION MEMBERSHIP REGISTER**

- a) The Management Committee shall maintain an Association Membership Register in which shall be entered and recorded the name and address of each Member of the Association.
- b) The Association Membership Register shall be kept by the Secretary and shall be available to any member of the Association for inspection at all reasonable times.
- c) Each Member of the Association shall notify the Secretary of any change of his address.

**8. ASSOCIATION FUNCTIONS AND RESPONSIBILITIES**

The Functions of the Association are:

- a) to consider such responsibilities as may from time to time be requested by the Board the World Arabian Horse Association or the Arabian Horse Society of Australia;
- b) to promote the interests of the breed by advertising and by holding, causing to be held or encouraging and assisting financially or otherwise the holding of shows, exhibitions, sales, schools, lectures, or other activities;

**9. MANAGEMENT COMMITTEE**

- a) A Management Committee comprising the Association Chairperson, the Association Vice Chairperson, the Association Secretary, the Association Assistant Secretary, the Association Treasurer, the Publicity Officer and up to 9 Committee Members shall be elected annually by Association Members present at the Annual General Meeting of Association Members from amongst their numbers. The incumbent Board member of the Arabian Horse Society of Australia representing South Australia may be offered the position of ex officio committee member in an advisory capacity with no voting rights.
- b) The Management Committee shall manage and control the affairs of the Association and may exercise all its powers and functions.
- c) The Management Committee shall determine from time to time the annual membership fee to be payable by Members of the Association, for ratification at the Annual General Meeting. Until otherwise determined the annual membership fee shall be payable on the 1<sup>st</sup> January in each year.
- d) An association member may only be elected to the Management Committee if he is present at the Annual General Meeting at which the election takes place or if not so present has, prior to the commencement of the meeting, signified in writing to the Secretary his willingness to stand for such election.
- e) Election shall be by simple majority.
- f) Any casual vacancy may be filled by the Management Committee from amongst the Association Members. A member appointed to fill a casual vacancy shall, subject to the Association Regulations, hold office until the expiry of the term of office of the Management Committee Member he replaces.

- g) The Management Committee may at any time and from time to time appoint a Minute Secretary, Membership Secretary and/or one or more Sub-Committees from among the members of the Association, revoke such appointments and prescribe the purposes, functions and terms of reference of such Minute Secretary, Membership Secretary and/or Sub-Committees.
- h) That the offices of Chairman, Secretary, shall not be occupied by the same person for more than three consecutive years. \* (altered May 2017)

**10. ASSOCIATION SECRETARY AND / OR ASSISTANT ASSOCIATION SECRETARY**

It shall be the duty of the Association Secretary to:

- a) summon and attend all meetings of the Association and the Management Committee;
- b) carefully and accurately take minutes of all proceedings at every meeting of the Association and Management Committee with a record of the Members present thereat and to keep a book containing a full and correct statement of the proceedings of each meeting;
- c) carefully keep and produce at all reasonable times when required by a majority of the Management Committee or at the written request of any Association Member all books, correspondence, vouchers and other papers belonging to or relating to the business of the Association in his keeping or under his control;
- d) attend to all inward and outward correspondence and keep copies of both for production at meetings;
- e) when requested by the Association Treasurer, to receive monies on behalf of the Association and pay them into the Association's Bank Account within one calendar month and issue receipts for same.

**11. ASSOCIATION TREASURER**

The Association Treasurer shall: -

- a) receive all monies on behalf of the Association and pay them into the Association's Bank Account within one calendar month and issue receipts for same.
- b) keep or cause to be kept all necessary or proper books of account and financial records;
- c) ensure that all receipts are properly recorded and accounted for and that all payments are properly vouched and authorised;
- d) enter an account of all monies received and paid in a general Cash Book;
- e) prepare yearly or as required proper financial statements showing receipts and disbursements on behalf of the Association, a profit and loss account and a statement of assets and liabilities of the Association;
- f) pay all claims against the Association which are approved by the Management Committee.

**12. ACCOUNTING YEAR**

Until otherwise determined by Association Members in a General Meeting each accounting year shall commence on the first day of January and end on the 31st December of the relevant calendar year

**13. BANK ACCOUNT**

- a) The Bank of the Association shall be any such financial institution as the Management Committee shall from time to time decide.
- b) The Association's banking account may be operated upon in the name of the Association in such manner as the Management Committee may from time to time direct.
- c) Cheques may be endorsed for collection through the Association's banking account in such manner as the Management Committee shall from time to time direct.
- d) All monies, cheques and negotiable instruments received by or for the Association shall forthwith be paid without deduction to the credit of the Association's banking account.
- e) All accounts shall be operated by any two out of a total of four signatories who will be nominated from among the elected Officers of the Association.

**14. ASSOCIATION AUDITOR**

An auditor for the Association shall be appointed at a management meeting prior to the Annual General Meeting and ratified at the Annual General Meeting and such appointee shall be paid a fee upon such conditions as the meeting shall prescribe. The fee (if any) shall be payable exclusively out of the revenue of the Association.

**15. MANAGEMENT COMMITTEE MEETINGS**

- a) The Management Committee shall meet monthly or as often as the Management Committee may from time to time determine.
- b) The Management Committee may by resolution from time to time adjourn its meeting to such time and place as the Management Committee shall determine.
- c) The quorum of a Management Committee shall be five (5) Management Committee members present in person at the meeting.
- d) Until otherwise determined by the Management Committee the order of business at a Management Committee shall be:
  - i. Minutes of the previous meeting/accepted
  - ii. Business arising out of the Minutes of the previous meeting
  - iii. Correspondence in/out
  - iv. Applications for membership
  - v. Treasurer's Report
  - vi. Sub-Committee Reports and
  - vii. General or Special Business
- e) In all matters coming before the Management Committee for determination the Chairperson shall have a deliberative and when necessary a casting vote.
- f) If a member of the Management Committee, given due notice, fails to attend two (2) consecutive meetings of the Management Committee, or absents himself from any three such Management Committee meetings without leave of absence from the Management Committee, his position shall automatically be declared vacant.
- g) External Attendance. A Management Committee member may attend a meeting via telephone or other appropriate electronic means.

Management Committee passing resolution without holding committee meeting.

- a) The Management Committee may pass a resolution without holding a Committee Meeting if and only if all the Management Committee pass the resolution.
- b) A resolution without holding a Committee Meeting will distributed via Mail and can only be passed if the Management Committee return the appropriate form in favour of the resolution.
- c) The Chairperson may determine at any time, whether a resolution may only be passed through a Committee Meeting.
- d) All resolutions held without holding a Committee Meeting must be recorded in the minute book

**16. GENERAL MEETINGS OF THE ASSOCIATION**

- a) A quorum of a General Meeting shall be ten percent (10%) of financial Association Members present in person. In the event of a quorum not being present within half an hour after the time appointed for commencement of the meeting, the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to a day and hour and at a place fixed by the majority of the members present and at such adjourned meeting, the members present shall form a quorum.
- b) General Meetings of the Association other than Annual General Meeting shall be called Extraordinary General Meetings.
- c) Two (2) Extraordinary General Meetings shall be held each financial year, at a time and place determined by the Management Committee, or alternatively, two (2) Management Committee Meetings in each financial year, be declared Open meetings for all members to attend.

**17. ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of the Association shall be held within five months of the end of the financial year and at such time and place as the Management Committee recommends.
- b) Until otherwise determined by the Management Committee the order of business at an Annual General Meeting shall be:-
  - i) Open, present, apologies
  - ii) Confirmation of minutes of the previous AGM
  - iii) Business arising
  - iv) Correspondence
  - v) Applications for membership
  - vi) Chairperson's report
  - vii) Treasurer's Report and audited financial statement
  - viii) Election of Office Bearers and Management Committee
  - ix) Election/ratification of Public Officer
  - x) Appointment of Auditor
  - xi) Sub-Committee Reports
  - xii) Membership fees
  - xiii) General or Special Business



- c) Members entitled to vote at the Annual General Meeting shall have been a financial member of SA Arabs Inc for a minimum period of 3 months prior to the Annual General Meeting.

**18. PROCEEDINGS AT EXTRAORDINARY GENERAL MEETINGS**

An Extraordinary General Meeting shall be convened by the Association Secretary pursuant to and in accordance with such directions as may be given to him by:

- i. the Association Chairperson or Association Vice Chairperson; or
- ii. a resolution of the Management Committee; or
- iii. a requisition signed by at least five (5) Association Members.

**19. NOTICE CONVENING MEETINGS OF THE ASSOCIATION**

- a) A General Meeting (whether Annual or Extraordinary) shall be convened by not less than twenty-one (21) days' notice in writing specifying the time and place at which such meeting will be held and the nature of any special resolution proposed to be moved thereat.

- b) Notice of a General Meeting shall be given to every Association Member.

- c) A Notice shall be deemed to have been given if:

- i. delivered to such member personally;
- ii. addressed to such member at his registered address and delivered to that address;
- iii. addressed to such member at his registered address and posted (postage prepaid) to such member. (Any notice so posted shall be deemed to have been given at the expiration of 72 hours from the time of posting) or
- iv. published in a daily newspaper circulating throughout the State of South Australia.
- v. notified by email
- vi. published on web pages, or social media

- d) Notice

- i. Any Notice shall be served, required or authorised by this Constitution to be given to an Association Member, may be served on the Member personally or by Mail. The Chairperson or Secretary will deem the appropriate method to serve Notice to Association Members.

**20. MEETING PROCEDURES**

- a) The person presiding as Chair at a General Meeting of the Association shall be, in this order:

- i. the Association Chairperson or the Association Vice Chairperson, or in their absence or on their declining to take or retiring from the Chair,
- ii. one of the Management Committee members, or if not available,
- iii. an Association Member chosen by the meeting.

- b) At any meeting the presiding Chair's ruling shall be final in all matters of order and practice.

- c) Minutes of the proceedings of all meetings shall be recorded by the Association Secretary in a Minute Book kept for the purpose. The Minutes shall be verified and signed by the Chair of the meeting to which they relate or be verified at the next succeeding meeting and signed by the Chair of that meeting. When signed, the Minutes shall be prima facie evidence of the facts stated therein.

- d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- e) At every General Meeting each Association Member who attends such meeting shall have one vote but may only vote in person. The Chairperson shall have only when necessary a casting vote.
- f) No objection shall be made to the validity of any vote except at the meeting at which such vote is tendered; every vote recorded and not disallowed at such meeting shall be deemed to be valid for any purpose whatsoever. The presiding Chair shall be sole and absolute judge of the validity of all votes tendered or cast at any meeting and he may at his discretion allow or disallow any vote tendered or cast.
- g) At any General Meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chair of the meeting that a resolution has been carried or lost, unless a poll is demanded.
- h) If a poll is demanded by the Chair of the meeting or by three or more of the members present, it shall be taken in such a manner as the Chair directs. The result of such a poll shall be the resolution of the meeting.
- i) A poll demanded by the Chair of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.
- j) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- k) All acts done in good faith by or with the authority of a General Meeting or of the Management Committee or of any Sub-Committee shall be valid and effectual notwithstanding that it shall be afterwards discovered that there was some defect in the convening or constitution of the meeting of Association Members or of the Management Committee or Sub-Committee or as to the eligibility of any person to attend or vote at any meeting or in respect of any determination (without prejudice).

**21. CONDUCT OF MEMBERS**

- a) No Association Member shall conduct himself to bring the Association, the Society or himself as such member into discredit. If it shall appear that any Association Member may be guilty of a breach of the provisions of the Memorandum and Articles or of the Regulations, or of the Association Regulations, or be guilty of any misconduct, the Association Secretary, if directed so to do by the Management Committee shall call upon such Association Member to appear before the Management Committee, at a time and place as specified.
- b) The Management Committee may make such inquiry as it considers appropriate in the circumstances and may in the exercise of its judgement either reprimand such Association Member or inflict upon such Association member such fine (not exceeding \$100.00 in respect of any one offence) as the Management Committee may think proper in the circumstances or may require such Association Member to tender his resignation from the Association. An opportunity shall be afforded him of appearing in person before the Management Committee in order to answer any charge and to furnish such evidence or explanation as the circumstances may warrant.

**22. APPEALS**

Every determination of the Management Committee affecting an Association Member or an application for Membership, or renewal thereof shall be subject to appeal at the instance of such Association Member, or at the instance of any Management Committee member or any two other Association Members PROVIDED that such appeal be lodged with the Secretary of the Association within 90 days of such determination by the Management Committee. An Appeals Committee will be convened by the Management Committee of the

Association and will comprise the Chair of the Management Committee, a member of the Association selected by the appellant and a disinterested party, being a Justice of the Peace or similar.

**23. APPLICATION OF ASSOCIATION PROPERTY AND INCOME**

- a) The income and property of the Association whencesoever derived shall be applied solely towards the exercise of the powers and attainment of the aims of the Association as set forth herein provided that nothing herein shall prevent the payment in good faith of remuneration to any officials or servants of the Association or other person in return for services actually rendered to the Association.
- b) In the event of the winding up of the Association, its funds after its liabilities have been discharged shall be devoted strictly to The Arabian Horse Society of Australia (AHSA) to promote youth riders and handlers in South Australia, including but not limited to, a scholarship program, sponsorship of events or classes or training opportunities. No other body, association or individual has a legal claim or otherwise to the Association's funds or property. \* (altered March 2018)

**24. INDEMNITY TO OFFICERS**

- a) Every Office-bearer appointed by the Association or Management Committee shall be entitled to be indemnified out of the funds of the Association against any loss, expense or liability incurred or sustained by him in the bona-fide and proper exercise of his duty PROVIDED THAT a special expense statement in respect thereof shall be submitted to and approved by the Management Committee for all claims under this clause.
- b) Neither the Association nor any Management Committee member nor any Office-bearer of the Association nor any person acting under the authority of the Management Committee shall be liable at the instance of any member of the Society or Association for any act or omission purporting to be done or omitted pursuant to the Memorandum and Articles and/or Regulations of the Society or of the Association Regulations.

**25. SEAL OF THE ASSOCIATION**

- a) The seal of the Association shall be under the control of the Management Committee and shall not be affixed except in the presence of any two of the following Office-bearers:
  - i. Chairperson
  - ii. Vice Chairperson
  - iii. Secretary
  - iv. Assistant Secretary
  - v. Treasurer
- b) If the second Office-bearer is a Relative to the first Office-bearer, then the second Office-bearer shall not affix the seal of the Association.
- c) Relative is defined as the following relationships:
  - i. Parent and sibling;
  - ii. Siblings; or
  - iii. Husband/Wife/Spouse

**26. ALTERATIONS TO REGULATIONS**

The Association Regulations may be amended by special resolution carried out by a three-fifths majority of votes of the Association Members present and voting in person at a General Meeting of Members PROVIDED THAT at least twenty one (21) days' notice of intention to amend the Association Regulations shall be given in writing by

the Association Secretary with a copy of the resolution proposed to be moved in accordance with Clause 19 hereof.