

**SHOW HORSE COUNCIL OF AUSTRALASIA INC.**

# **CONSTITUTION and RULES**



**Adopted 1/8/00**

**MARCH 2016 EDITION**

# RULES OF THE SHOW HORSE COUNCIL OF AUSTRALASIA INC.

## PART I - PRELIMINARY

### Introduction

1. These rules:
  - (a) shall take effect on such date as is specified in the resolution of the Council pursuant to which they are adopted;
  - (b) upon taking effect, replace the 'Constitution and Articles of Associations' of the Council.

### Definitions

2. In these rules and in any regulations and by-laws referred to herein or made hereunder, except insofar as the context or subject matter otherwise indicates or requires:

**Act** means the Associations Incorporation Act 2009.

**Affiliate** means a Body that has been granted affiliation by the Council, and unless expressly stated, includes a Constituent Affiliate..

**Annual General Meeting** means the annual general meeting of the Council referred to in **rule 71**.

**Associate Affiliate** means a Body of the kind referred to in **rule 30A**.

**Body** means any body corporate, firm or group of persons recognised as such by the Council.

**Constituent Affiliate** means a Body of the kind referred to in **rule 7(b)**.

**Delegate** means a person elected as such by an Affiliate and approved by the Council.

**Executive Committee** means the committee referred to in **rule 64**.

**Financial Member** means a person who is a member of one Affiliate only and in respect of whom all monies due and payable (whether to the Affiliate or to the Council) have been paid.

**Honorary Life Member** means a person upon whom honorary life membership of the Council has been conferred under **Rule 29 (a)**

**Member of Council** means a Delegate and includes an alternate Delegate when that alternate is acting as Delegate.

**Misconduct** means any conduct whether by word or action:

- (a) in breach of the rules, regulations or by-laws of the Council;
- (b) considered by a reasonable person to be unsportsmanlike or of a nature which is contrary to the manner in which a person ought properly to conduct himself;
- (c) which might induce a breach of the peace;

- (d) which might create a nuisance;
- (e) which might prejudice the smooth running of or interfere with the conduct of a Show or of any meeting of the Council or of an Affiliate or of any committee meeting of the Council or of an Affiliate;
- (f) which brings the Council or an Affiliate into discredit or the Financial Member concerned as a competitor, owner or member into discredit;
- (g) which by the rules, regulations or by-laws of the Council is deemed to be misconduct;
- (h) which is prejudicial to the showing of horses;
- (i) which is prejudicial to the interests of the Council or any Financial Member;
- (j) which could reasonably be considered to be:
  - (i) dishonest, malicious, vexatious or scandalous or contrary to law,
  - (ii) discreditable to the Financial Member concerned or any other person,
  - (iii) prejudicial or injurious, or tending to prejudice or injure, any person interested in equine affairs;
- (k) which constitutes any threat, promise or inducement by a Financial Member to any person in relation to that person being:
  - (i) a witness or a potential witness in respect of any matter that is or may be the subject of an inquiry pursuant to the regulations;
  - (ii) a member of the Disputes/Disciplinary Committee
- (l) amounting to any act of retribution or discrimination, or any omission to similar effect, by a Financial Member towards a person in relation to that person being or having been:
  - (i) a witness or a potential witness in respect of any matter that is or may be the subject of an inquiry pursuant to the regulations;
  - (ii) a member of the Disputes/Disciplinary Committee.

**Office Bearer** means the office bearers referred to in **rule 39**.

**Rules** means these rules and where the context permits, includes the regulations and by-laws.

**Secretary** means the Member of Council elected as such.

**Show** means any show, event, competition, contest or match in which a horse or horse and rider compete.

**State** means a State of Australia (and includes a Territory of Australia).

**Unfinancial** means a member of an Affiliate in respect of whom all monies due and payable (whether to the Affiliate or to the Council) have not been paid.

The provisions of the Interpretation Act (NSW) apply to and in respect of these rules and the regulations and by-laws in the same manner as those provisions would apply if these rules and the regulations and by-laws were an instrument under that Act.

3. A reference in these rules to the regulations means a reference to the regulations of the Council in force from time to time. As at the date on which these rules take effect, those regulations are:
  - (a) Part I the Competition Rules – Adopted 1993
  - (b) Part II the Judges' Scheme – Adopted 1993
  - (c) Part III Disputes and Discipline – Adopted 2000
  - (d) Part IV National Saddle Horse Register Rules adopted 1991
  - (e) Part V Measuring Scheme and Rules adopted 1993

### **Objects**

4. The objects of the Council are to:
  - (a) promote and encourage the sport of showing saddle and hunter horses, galloways and ponies and riding competitions of all kinds;
  - (b) promote and raise the standards for exhibiting horses;
  - (c) encourage the formation of kindred associations and provide a parent body for the affiliation of such associations;
  - (d) foster, promote and protect the interests of horses and horse competitors at exhibitions and Shows;
  - (e) foster relations with other organisations and bodies having similar aims;
  - (f) encourage the inclusion of saddle and hunter horse and riding competitions and support Affiliates, Shows and agricultural societies and advise and assist in matters relating to the conduct of horse events at Shows;
  - (g) make awards and sponsor competitions at Shows for the competition by exhibitors of horses;
  - (h) promote good fellowship, fair play and sportsmanship amongst members and those participating in or attending Shows;
  - (i) administer a judges scheme and compile a list of persons considered competent to act as judges of horses at Shows;

- (j) encourage competitors, judges and Show organisers to adopt and abide by the standards, rules and requirements as recommended by the Council for the conduct of shows;
- (k) foster and encourage uniformity in the judging of hack and hunter classes and in other competitions where horsemanship and horsemastership is assessed in accordance with a method of instruction as approved by the Council;
- (l) hold Shows, functions, seminars and workshops relating to horses and to the objects of the Council generally;
- (m) conduct The Horse of the Year Show, Grand National Qualifier Show/s and the Grand National Saddle Horse and Riding Championships;
- (n) provide a registration scheme for Show horses;
- (o) make regulations and by-laws and do all the acts, matters and things as may be necessary or expedient to promote all or any of the objects of the Council or matters incidental thereto;
- (p) collect, verify, publish, print, produce and distribute literature or information relating to riding, horsemanship, care, training and showing of horses;
- (q) purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights or privileges which the Council shall deem necessary or expedient for the purpose of attaining the objects of the Council or any of them, or promoting the interests of the Council;
- (r) borrow or raise or secure the payment of money in such manner as the Council shall determine and to invest the funds of the Council not immediately required;
- (s) raise money by way of subscriptions and in other such manner as the Council may determine and to grant any rights and privileges to subscribers;
- (t) accept any gift or legacy of money or property whether subject to any special trust or not for any one or more of the objects of the Council;
- (u) carry on such other activities or promote or encourage interest in the upkeep, training and the general well being and improvement of horses and to do all such other things as may be necessary or conducive to carrying out the objects of the Council.

## **PART II - COMPOSITION AND MEMBERSHIP**

### **Composition**

5. The Council comprises:

- (a) Delegate members, being Financial Members of an Affiliate who have been:
  - (i) elected by the Affiliate to be a Delegate, and

- (ii) approved as a Delegate by the Council;
- (b) Affiliate members, being such persons who are from time to time Financial Members of an Affiliate.

### **Transfers between Affiliates**

- 5A. (a) Where an Affiliate member has transferred membership from one Affiliate to another Affiliate, in accordance with the rules of those Affiliates, the Affiliate to which the Affiliate member has transferred must, within 14 days of the transfer having been recorded in records of that Affiliate, notify the Secretary in writing on the duly completed form approved for that purpose.
- (b) Upon receipt by the Secretary of the notification referred to in (a), the Affiliate member will for all purposes be regarded as a member of the Affiliate to which that member has transferred.
- (c) If the notification referred to in (a) is not provided as required, then the Affiliate member's membership of the Council, and all rights and privileges attaching thereto, shall be ipso facto suspended.

### **Qualification for Affiliation**

6. Affiliation with the Council is available to any Body that:
- (a) is established for the principal purpose of conducting Shows and promoting interest in the sport of horse showing and riding, and
  - (b) meets such criteria as the Council may from time to time determine.

### **Categories of Affiliate**

7. There shall be the following categories of Affiliate
- (a) Affiliate, being a Body formed within either the State of New South Wales or the Australian Capital Territory;
  - (b) Constituent Affiliate, being a Body formed outside the State of New South Wales and the Australian Capital Territory.

### **Application for Affiliation**

8. An applicant for affiliation with the Council must:
- (a) supply a duly completed form of application for affiliation which must be accompanied by such information as is called for in the form;
  - (b) at the time of applying for affiliation, have not less than 30 Financial Members, each of whom has the right to vote at general meetings of the applicant.

### **Refusal of Affiliation**

9. The Council may refuse any application for affiliation without assigning any reason.

## Grant of Affiliation

10. The Council may only grant an application for affiliation if:
- (a) a copy of the form of application for affiliation has been circulated to Members of Council at least 30 days before the meeting of the Council at which the application is to be considered, and
  - (b) not less than 75% of Members of Council present at that meeting (in person or by proxy) vote in favour of the application.
11. The Council may:
- (c) defer any application for affiliation (but an application for affiliation that has not been granted within 120 days of the date of the application is deemed to have been rejected);
  - (b) require the applicant for affiliation to provide such additional information as the Council may require.

## Election of Delegates

12. Upon the grant of affiliation by the Council, the Affiliate and each of its members
- (a) is deemed to have agreed to be bound by and to strictly adhere to these rules and any regulations and by-laws as amended from time to time;
  - (b) must strictly comply with any request, direction, decision or determination of the Council.
13. Within 30 days of admission to affiliation (and in each year thereafter, prior to the Annual General Meeting), an Affiliate (other than a Constituent Affiliate) must:
- (a) elect from amongst its Financial Members who have attained the age of 17 years the Delegates to which it is entitled pursuant to **rule 14**.
  - (b) notify the Secretary in writing of the names and addresses of those Delegates.
14. An Affiliate (other than a Constituent Affiliate) shall be entitled to elect the following number of Delegates:

Financial Members of Affiliate	Delegate Entitlement
Up to 30 members	1 Delegate
31 to 50 members	2 Delegates
51 or more members	3 Delegates

15. An Affiliate may elect an alternate Delegate in respect of each Delegate, which alternate Delegate is eligible to attend, speak and vote at any meeting of the Council when the Delegate is unable to do so.
16. (a) Despite any other rule, election as a Delegate (or as an alternate or additional

Delegate as contemplated by **rule 15**), does not take effect until such time as the Council approves the person concerned as such. Upon such approval being granted, the person concerned shall thereupon become a Member of Council.

- (b) The Council may withhold approval without assigning any reason. The Council is deemed to have approved a person as a Delegate unless, at the first meeting of the Council held after the election of that person by the Affiliate was notified to the Secretary, the Council resolves not to approve the person concerned.

16A. *A Financial Member is not eligible to be elected as, or retain the position of, Delegate or alternate Delegate, if that Financial Member is, or becomes, the holder of any Office in Equestrian Australia ("EA"). For the purpose of this rule, "Office" means member of any committee of or within EA that has any responsibility for the governance or administration of Show Horses within EA or the registration of or competitions between Show Horses &/or Show Riders"*

17. Despite any provision in the rules or constitution of an Affiliate, or any resolution or decision of an Affiliate, the term of office of a Delegate shall commence when the Delegate has been approved as such by the Council and end at the commencement of the Annual General Meeting following such approval.

### **Vacancies**

18. For the purpose of these rules, a vacancy in the position of Delegate occurs if the Member of Council:
- (a) dies;
  - (b) resigns as a Member of Council or Delegate;
  - (c) ceases to be a Financial Member;
  - (d) is removed from office pursuant to **rule 46**;
  - (e) is absent without the consent of the Council from all meetings of the Council held during the preceding 6 months; or
  - (f) in the case of an Office Bearer, is absent without the consent of the Council from all meetings of the Council held during the preceding 3 months.

### **Replacement Delegates**

19. A vacancy in the position of an Affiliate's Delegate shall be notified in writing to the Council within 28 (twenty-eight) days of such vacancy occurring.
- (a) Where for any reason there is a vacancy in the position of a Delegate, the Affiliate concerned may elect a replacement Delegate.
  - (b) When an Affiliate has not elected a replacement Delegate within 60 days of a vacancy occurring, the Council may appoint a Financial Member of that Affiliate as Delegate for that Affiliate and that appointee shall hold that position until the expiration of the term of office of the original Delegate.



## Constituent Affiliates

20. In the case of a State in which there is only 1 Constituent Affiliate, that Constituent Affiliate is entitled to elect the following number of Delegates:

Constituent Affiliate	Delegate Entitlement
From 30 - 150 financial members	1 Delegate
151 – 300 financial members	2 Delegates
301 or more financial members	3 Delegates

21. Where, in a State, there is more than 1 Constituent Affiliate, those Constituent Affiliates shall each be entitled to only 1 Delegate to the Council, elected in such manner as the members of those Constituent Affiliates determine.
22. Despite **rule 21**, the Delegate of a Constituent Affiliate must be elected within 30 days of admission to affiliation (and each year thereafter, prior to the Annual General Meeting).

## Provision of Information by and Supervision of Affiliates

23. Within 30 days of its annual general meeting in each year, each Affiliate must provide to the Council a current list of Financial Members, its committee (or similar administrative body) and officers . That list must show the address of each member and, where membership is divided into categories, the category of each member's membership.
24. Each Affiliate must, as and when required by the Council, supply to the Council all information that the Council may require concerning its affairs or activities including without limitation copies of books, records and financial statements.
- 24A. (a) An Affiliate must at all times conduct its affairs in accordance with the requirements of the Council, these rules and the regulations and by-laws and, except in the case of any inconsistency with the foregoing, in accordance with its own constitution or rules.
- (b) If the Council is not satisfied that an Affiliate is complying with paragraph (a), the Council may give such directions in relation to the affairs of the Affiliate as the Council considers appropriate (and the Affiliate must comply with such directions) and may generally supervise the Affiliate and the conduct of its affairs.

## Affiliates' Areas

25. The Council may from time to time:
- (a) define areas within which an Affiliate may solicit membership or hold Shows;
  - (b) alter the boundaries of such areas;
  - (c) restrict the number of Bodies in such areas that may be an Affiliate.

### **Termination of Affiliation**

26. If an Affiliate:
- (a) has not complied with **rules** 13 and 22 (as appropriate), the affiliation ipso facto terminates;
  - (b) having been given not less than 30 days' notice so to do, fails to comply with any requirement of these rules or of the Council, the affiliation shall upon expiration of that period ipso facto terminate.
27. If an Affiliate or Constituent Affiliate's membership falls below 30 Financial Members, the Council may terminate the affiliation.
28. Affiliation shall also terminate ipso facto upon an Affiliate resolving to wind up its affairs, or otherwise dissolving or ceasing to exist.

### **Honorary Members**

- 29
- (a) The Council may confer Honorary Life Membership on any person who has rendered distinguished service to the Council or the promotion of the objectives of the Council.
  - (b) The nomination for Honorary Life Members shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer Honorary Life Membership must be passed by Special Resolution. The vote on such resolution is to be taken by secret ballot.
  - (c) Honorary Life Members shall be bound by the Rules, By-Laws and Regulations of the Council. Such members shall be entitled to attend all General Meetings of Council but not have the right to vote unless attending such meeting in the capacity of a Delegate. Carried.
  - (d) There shall be no restriction on the number of persons elected to the position of Honorary Life Member in the first year of the introduction of Honorary Life Membership however in each subsequent year no more than two (2) Honorary Life Members shall be elected.
  - (e) The Council shall be responsible for the payment of any fees applicable to the membership of an Honorary Life Member.

### **Patron**

30. The Council may elect any person as a patron of the Council.

### **Associate Affiliate**

- 30A. The Council may admit as an Associate Affiliate of the Council any Body that:
- (a) makes application to the Council for such admission on such duly completed form as the Council may prescribe;
  - (b) pays such fees as the Council from time to time prescribes;

- (c) agrees to be bound by the rules and regulations of the Council; and
- (d) holds such public liability and other insurance cover as the Council may require.

### **PART III - FEES**

31. The Council may from time to time determine:
- (a) fees payable by an Affiliate to the Council in respect of the affiliation;
  - (b) fees payable by a member of an Affiliate in respect of that membership;
  - (c) monies payable by an Affiliate or any of its members by way of subscription or levy for or on account of insurances, administrative expenses relating to an Affiliate or to the Council, or anything concerning the objects of the Council.
32. The Council may from time to time determine when monies payable pursuant to **rule 31** are payable, provided that no Affiliate or member of an Affiliate will be required to pay any monies to the Council sooner than 30 days after receipt of written notice requiring such payment.
33. Unless specified otherwise in the notice requiring payment, any monies not paid within 60 days of the date of the notice requiring payment are deemed to be overdue.

### **Members' Liability**

34. The liability of a Member of Council to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the sum of \$20.00.
35. The liability of Affiliate members, being persons of the kind referred to in **rule 5(b)**, to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is nil.

### **PART IV - DISCIPLINE AND DISPUTES**

36. The Council may in accordance with the regulations:
- (a) conduct or cause to be conducted all such inquiries and investigations as it considers appropriate in relation to:
    - (i) any alleged Misconduct;
    - (ii) any matter or thing referred to the Council by an Affiliate;
    - (iii) any decision, act or omission of an Affiliate or occurrence at a Show;
    - (iv) any breach of or failure to comply by an Affiliate or its officers with the constitution, rules or regulations of the Affiliate;
    - (v) any other matter or thing as the Council may from time to time decide;

- (b) impose such penalty as it in the circumstances of the case considers appropriate.
37. No person shall have any claim against the Council or any Member of Council or against any member of any committee or against any employee or agent of the Council in respect of any act, matter or thing done in good faith and purporting to be done in accordance with the rules and regulations during or in connection with an inquiry or investigation conducted pursuant to **rule 36** and the regulations.
- 37A. Internal disputes between members (in their capacity as members) and between members and the Council shall be referred to the Disputes/Disciplinary Committee and dealt with as if the matter was an inquiry pursuant to Part III of the regulations.

## **PART V - GOVERNANCE**

### **Role of Members of Council**

38. (a) The entire control of the business and affairs of the Council vests in the Members of Council.
- (b) All decisions of the Members of Council shall, subject to the rules, be final and binding on all Financial Members and Affiliates.

### **Office bearers**

39. The office bearers of the Council shall be the:

- (a) President;
- (b) Senior Vice President;
- (c) Junior Vice President;
- (d) Treasurer; and
- (e) Secretary;

each of whom shall be elected at the Annual General Meeting from and by Members of Council.

- 39.1 *A delegate shall be ineligible to hold a President/Chairperson position of SHC of A or Show Sub Committee, if the Delegate &/or member of their immediate family &/or Partner is an Owner/Exhibitor/Competitor in events directly organised by the SHC of Australasia Inc., these events being Pacific Coast Hack Championships, Grand National Championships & NSW HOTY.*

- 39A. (a) Only a Member of Council may hold the office of President, Senior Vice President or Junior Vice President.

- (b) The offices of Secretary and Treasurer need not be held by a Member of Council, but must be held by a person who is a Financial Member who has attained the age of 17 years.
- (c) Despite any other rule, when a person who is not a Member of Council holds the office of Secretary or Treasurer, that person:
  - (i) is entitled to receive the same notice of a meeting of Council as is given to Members of Council pursuant to rule 48;
  - (ii) is not a member of the Executive Committee (but may, at the invitation of the Executive Committee, attend meetings of the Executive Committee, but not vote thereat);
  - (iii) is not for any purpose under the rules a Member of Council;
  - (iv) despite (iv), is entitled to the benefit of rules 88 and 89 as if the person was a Member of Council; and
  - (v) must, subject to the Act and rules 76 and 77 (as appropriate), act in accordance with any direction of the Council.

40. Each Officer Bearer shall, subject to the rules, hold office until the positions of Office Bearers are declared vacant at the Annual General Meeting next following, but is eligible for re-election. An elected Officer Bearer shall assume office immediately upon such election.

#### **Casual vacancy in Office Bearers**

41. If for any reason there occurs a vacancy in the Office Bearers, the Council may appoint a Member of Council to fill that vacancy until the Annual General Meeting next following.

#### **Election of Office Bearers**

42. Nominations of candidates for election as an Office Bearer shall be either:

- (a) made in writing on such form as Council may from time to time prescribe, signed by 2 Members of Council *and the consenting nominated candidate*. *The completed Nomination Form accompanied by the candidate's resume* to be received by the Secretary not less than 14 days prior to the commencement of the election process at the Annual General Meeting;

or

- (b) Only in the absence of any nomination in writing submitted under 42(a) for a position, a nomination may be moved from the floor at the Annual General Meeting by a Member of Council (and seconded by another Member of Council), but the nomination may not be voted on unless the candidate, either personally or in writing, indicates his consent to the nomination.

42A. Not less than ten days prior to the Annual General Meeting, nominations received pursuant to rule 42 (a) must be circulated to Affiliates and posted on the Council's website.

43. If only 1 nomination is received in respect of each Office Bearer, the person nominated is taken to have been elected.
44. If more than 1 nomination is received in respect of any Officer Bearer a ballot shall be held. Unless the Council resolves to the contrary, the ballot shall be a secret ballot using the first past the post system and shall be conducted at the Annual General Meeting.

### **Proceedings of the Council**

45. (a) The Council shall conduct not less than **SIX (6)** ordinary meetings in any year but otherwise may regulate and adjourn its proceedings in such manner as the Council thinks fit.
- (b) Where a meeting of the Council has been adjourned for more than 7 days, oral or written notice of such adjournment shall be given by the Secretary to those Members of Council who were not present (either personally or by proxy) at the meeting at the time it was adjourned.

### **Removal of Member of Council**

46. Any Member of Council may be removed from the office of Member of Council before the expiration of that Member of Council's term of office by special resolution of the Council. The vacancy thereby occurring may be filled by the Council pursuant to **rule 19**.

### **Quorum**

47. (a) The quorum for a meeting of the Council shall be 25% of Members of Council as constituted from time to time, present in person. No business will be conducted in the absence of a quorum.
- (b) If a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting stands adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the meeting is dissolved.

### **Notice of Council meeting**

48. (a) Except where the nature of the business proposed to be dealt with requires a special resolution the Secretary shall, at least 7 days before the date fixed for the holding of a meeting of the Council, send to each Member of Council's last known address written notice of the place, date and time of the meeting and the general nature of the business intended to be transacted at the meeting.
- (b) No business other than that of which notice has been duly given may be transacted at that meeting, unless a majority of Members of Council present agree.

### **Conduct of business**

49. (a) At a meeting of the Council, the President, or in the absence of the President, a Vice President, shall preside, but if the President and the Vice Presidents are absent or are unwilling to act, those other Members of Council present may select from their number a chairman of the meeting.
- (b) The Council may, subject only to rule 47, meet and conduct its business notwithstanding the existence of a vacancy in the position of a Delegate.

### **Attendance of Affiliate members**

50. Subject to any contrary resolution of the Council and to **rule 74**, Affiliate members of the Council may attend and observe proceedings at a meeting of the Council but have no right to speak or vote thereat.

### **Additional meetings of Council**

51. (a) An additional meeting of the Council may only be convened in circumstances where an ordinary meeting of the Council is not due to be held within the next 28 days.
- (b) Subject to paragraph (a), an additional meeting of the Council must be convened by the Secretary upon receipt of a written requisition signed by not less than 5 Members of Council. If the Secretary fails within 7 days to convene such meeting, any Member of Council who signed the requisition may convene that meeting.
- (c) Despite paragraphs (a) and (b), the Executive Committee may call an additional meeting of the Council at any time.
52. Notice of an additional meeting of Council must specify the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which Members of Council present at the meeting unanimously agree to treat as urgent business.
53. Any Member of Council who incurs expense in convening an additional meeting of Council is entitled to be reimbursed by the Council in respect of such expense.

### **Special Resolution**

54. A resolution of the Council is a special resolution if it is passed by a majority of Members of Council which comprises not less than three quarters of such members as vote in person or by proxy at a meeting of the Council of which at least 28 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to Members of Council.

### **Voting**

55. Except in the case of a special resolution of the Council and subject to **rule 58**, all questions arising at a meeting of the Council, the Executive Committee, a standing committee or any sub committee of the Council shall be determined:
- (a) on a show of hands, or

(b) if required by at least 3 persons present and eligible to vote, by secret ballot.

55A Despite rule 55:

(a) if an Affiliate is not represented at a meeting of the Council by any of its Delegate(s) or alternate Delegate(s), and

(b) in respect of each such absent Delegate/alternate Delegate an apology for non-attendance has been submitted to the Secretary prior to the commencement of that meeting of the Council, that Affiliate may cast a written vote in respect of any item of business recorded in the written notice convening that meeting of the Council, provided that:

(c) the written vote is received by the Secretary within the time required by (b), and

(d) the written vote is supported by the written approval of no less than 2 office bearers of the Affiliate.

56. Where, at any such meeting, there is an equality of votes, the chairman of the meeting may exercise a second or casting vote.

57. Despite any other rule, a person who is Unfinancial is not entitled to attend any meeting of the Council or of any committee or sub-committee.

### **Proxies**

58. (a) A Member of Council who is unable to attend any meeting of the Council may, subject to this rule, appoint a proxy to attend in his stead.

(b) A notice of appointment of proxy must be in such form as is approved by the Council.

(c) A notice of appointment of proxy must be received by the Secretary no later than 24 hours prior to the time at which the Council meeting in question is due to commence.

(d) A person appointed as proxy must be a Financial Member of the Affiliate of which the appointer is a Financial Member.

(e) A proxy that does not comply with the preceding paragraphs of this rule is invalid and of no effect.

### **Delegation by the Council - Sub Committees**

59. The Council may delegate to 1 or more committees (consisting of such persons as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the resolution, other than this power of delegation. Council may revoke any such delegation.

60. A function the exercise of which has been delegated to a committee under **rule 59** may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.



61. A delegation under **rule 59** may be made subject to such conditions or limitations as may be specified in the resolution of delegation. Notwithstanding any such delegation, the Council may continue to exercise any function delegated.
62. Unless specified to the contrary in the resolution of delegation, all decisions of any such committee shall operate only as recommendations to the Council.
63. Unless specified to the contrary in the resolution of delegation or in the regulations:
  - (a) the President is ex officio a member of each such Subcommittee, and
  - (b) any 3 members of a committee shall constitute a quorum at a meeting of the committee.
  - (c) the Chairman of the Committee shall be elected at the first meeting of such Committee.
  - (d) with the approval of Council, the Committee may co-opt any person. The co-opted person may be appointed for such time as the Committee functions. The co-opted person has the right to vote at that Committee's meeting only.
  - (e) No individual or Committee member shall speak on behalf of the Council.
  - (f) A committee may otherwise meet and adjourn as it sees fit.

### **Executive Committee**

64. The Office Bearers of the Council shall constitute an Executive Committee.
65. The Executive Committee shall deal with routine business between meetings of the Council and shall report all decisions to the next ensuing Council meeting.
66. A quorum for a meeting of the Executive Committee shall be 3 members of the Executive Committee present in person or by telephone link up, provided that a decision is agreed to by a majority of members of the Executive Committee by means of electronic mail or telephonic communication to the Secretary shall be a valid and effective decision as if a meeting had actually taken place.
67. The Executive Committee shall meet and conduct its business in such a manner as to the Executive Committee seems appropriate.

### **Standing committees**

68. There shall be the following standing committees:
  - (a) The Disputes/ Disciplinary Committee, which shall comprise not less than 3 nor more than 5 persons appointed from time to time by and from the Council. *The Chairman shall not be eligible for nomination to this Committee.*

- (b) The Judges Committee, which shall comprise a coordinator (elected by the Council at the Annual General Meeting) and 1 Financial Member nominated by each Affiliate.
  - (c) The Measuring Committee, which shall comprise the chief measurer (elected by the Council at the Annual General Meeting) and not less than 3 nor more than 5 persons, nominated by the Council.
69. The Council may at any time resolve that:
- (a) the membership of any standing committee shall be changed (whether by addition or removal of any member) in such manner as Council may determine; or
  - (b) the chairman of any standing committee shall be a particular person (who must be a Member of Council) and whether or not for a particular period or for a particular purpose.
70. Subject to any contrary resolution of the Council, the term of membership of a standing committee shall be until the commencement of the Annual General Meeting next following the person's most recent appointment to the committee.

#### **PART VI - ANNUAL GENERAL MEETING**

71. The Annual General Meeting of the Council shall be convened in August in each year.
72. Despite **rule 48**, the Secretary shall cause at least 28 days' written notice of the Annual General Meeting of the Council to be sent to:
- (a) each Member of Council, and
  - (b) the secretary of each Affiliate (or where there is no secretary for the Affiliate or where the secretary is unknown, to the President of the Affiliate)
- specifying the place, date and time of the meeting and the general nature of the business intended to be transacted at the meeting.
73. In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be to:
- (a) confirm the minutes of the last preceding Annual General Meeting;
  - (b) receive a report from the President (or failing him, the Secretary) on the activities of the Council during the last preceding financial year;
  - (c) receive and consider the financial statements and reports required by section 73 of the Act;
  - (d) elect the Office Bearers.
74. Affiliate members of the Council are entitled to attend and speak at the Annual General Meeting of the Council but may not vote.

## **PART VII - ADMINISTRATION**

### **Secretary**

75. Deleted.
76. It is the duty of the Secretary to:
- (a) maintain the register of Members of Council required by section 21A of the Act;
  - (b) take minutes of all proceedings of the Council and of the Executive Committee;
  - (c) maintain a record of the names of all Members of Council present at a meeting of the Council or of the Executive Committee;
  - (d) generally be responsible for the administration of the affairs of the Council.

### **Treasurer**

77. It is the duty of the Treasurer to ensure that:
- (a) all money due to the Council is collected and recorded;
  - (b) all payments authorised by the Council are duly made;
  - (c) the accounting records required by section 28 of the Act are maintained;
  - (d) the annual statement required by section 26(6) of the Act is prepared and laid before the Annual General Meeting.

### **Auditor**

78. (a) Subject to the Act, the Council shall from time to time appoint an auditor of the Council for such term and on such conditions as the Council may consider fit.
- (b) The Council shall ensure that the Council's accounts are duly audited as required by the Act in June or July of each year.

## **PART VIII - MISCELLANEOUS**

### **Funds - Source**

79. The funds of the Council shall be derived from:
- (a) monies payable by Affiliates to the Council in respect of entrance fees and annual subscriptions of Affiliate members;
  - (b) levies;
  - (c) donations;

- (d) fines and penalties;
- (e) monies payable in respect of the National Saddle Horse Register;
- (f) such other sources as Council may from time to time determine.

80. All monies received by the Council must as soon as practicable be deposited without deduction to the credit of the Council's bank account.

### **Funds - Management**

81. The funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Council determines from time to time.

82. Unless the Council otherwise resolves, all cheques and other negotiable instruments must be signed by the Treasurer and one other Office Bearer authorised so to do by resolution of the Council.

### **Financial Year**

83. The financial year of the Council shall end on 30<sup>th</sup> June.

### **Reimbursement of Expenses**

84. The Council may pay or reimburse the amount of any approved travelling or other expenses properly incurred by a Member of Council in the performance of his duties as such.

### **Application of Property**

85. The income and property of the Council shall be applied solely towards the promotion of the objects of the Council and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of Council or any Affiliate or any Financial Member provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Council or to any Financial Member in return for any services actually rendered to the Council or reasonable and proper rent for premises let by any Financial Member to the Council.

### **Alteration of Rules**

86. These rules may only be amended by a special resolution of the Council and otherwise in accordance with the Act.

### **Common Seal**

87. The common seal of the Council:

- (a) shall be kept in the custody of the Secretary;

(b) shall not be affixed to any instrument except by authority of a resolution of the Council and shall be attested to by the signatures of any two Members of Council.

88. Every Member of Council and every employee and agent of the Council shall be indemnified by the Council against, and it shall be the duty of the Council out of the funds of the Council to pay, all damages, costs, losses and expenses which any such person may incur or in respect of which the person may become liable by reason of any contract entered into or any act or thing done (whether negligently or otherwise) by the person as such Member of Council, employee or agent or in any way in the performance of the person's duties including travelling expenses, unless such damages, costs, losses and expenses shall have been incurred by such person through person's own dishonesty, willful act or default.
89. No Member of Council or other employee or agent of the Council shall be liable for the acts, receipts, neglects or defaults of himself or any other person or for loss, damage or expense howsoever arising as the result of any act, omission or default of any person (including himself) or for any loss occasioned by any error of judgment or oversight or neglect on his part or for any other loss or damage whatsoever which shall happen in the performance of his duties or in relation thereto unless the same shall happen in the performance of his duties through his own dishonesty, willful act or default.

#### **Custody of Books**

90. Subject to the Act, the Secretary shall have custody of the books and records of the Council.

#### **Inspection of Books**

91. The books and records of the Council shall be available for inspection free of charge by any Member of Council at any reasonable hour.

#### **Service of Notices**

92. For the purpose of these rules, a notice may be served by or on behalf of the Council upon any Member of Council, or upon any Affiliate or upon any Financial Member either:
- (a) personally,
  - (b) by sending it by pre-paid post to the addressee's address last known to the Secretary, or
  - (c) by sending it by electronic mail to the addressee's address last known to the Secretary.
93. A notice served in accordance with **rule** 92 is deemed to be served on the addressee:
- (a) in the case of personal service, upon receipt;
  - (b) in the case of service by post, on the second normal business day thereafter;

- (c) in the case of service by electronic mail, upon the printing of a transmission copy indicating that the electronic mail has been transmitted to the addressee's Address.

### **Surplus Property**

- 94. For the purpose of section 53 of the Act, the associations in which, on dissolution or the completion of the winding up of the Council, any surplus property of the Council is to vest, are those Affiliates (not including a Constituent Affiliate) which at that time have rules which comply with section 53 (2A) of the Act, in equal shares.
- 95. **Rule 94** may, subject to the Act, be from time to time amended by special resolution of the Council.

### **Construction of Rules**

- 96. The Council, or the Executive Committee, may refer any question concerning the interpretation of these rules to the solicitor for the time being acting for the Council, being a solicitor of not less than 10 years' standing, and the written determination of that solicitor on the question shall be final and binding and shall be given effect in accordance with its terms.