GUIDELINE - RULES OF ASSOCIATION (CONSTITUTION)

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1. INTERPRETATION

In these Rules:

(1) The Association means Australian Trail Horse Riders Association otherwise known as ATHRA.

(2) The Act means the Associations Incorporation Act 2009.

(3) The Regulation means the Associations Incorporation Regulation 2016.

(4) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

(5) Position Statements means ATHRA Executive Board and Operating Committee position overviews, position descriptions and appropriate positional task sheets.

(6) ATHRA policies and procedures mean all ATHRA management, administration policies and procedures, operating requirements and standards including the Code of Conduct.

(7) Member of the Association means the members as mentioned in Rule 5. Subrule 5(1) Affiliated Club means and refers to all affiliated Club Members.

(8) The Committee means the National Executive Board for the time being of the Association.

(9) References to General or Council Meetings refers to the Annual General Meeting (AGM), General Members Meeting and Special Meetings of the Association.

(10) Notice means an advance warning in writing of a meeting or Special Resolution to be sent out according to these Rules.

(11) In writing means written, electronic (data entry/ email) or printed or partly written and partly printed.

(12) Words importing singular include the plural and words importing the plural include the singular.

(13) A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(14) Family member as mentioned in Subrule 46.5(5) refers to those who are related by birth, marriage or adoption, which includes partners and their family and includes any persons living or cohabitating with one another regardless of their relationship.

(15) ATHRA Groups means all ATHRA groups defined in the ATHRA Rules of Association and/ or Organisational Structure.

(16) The membership fee refers to affiliated club membership only and no other inference.

(17) Proxy vote means a written vote, on a motion on Notice or Special Resolution, which is executed according to these Rules.

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(18) ATHRA Council means any gathering of the National Board and Position Holders.

(19) Executive means the President, Secretary and Treasurer/ Finance Officers.

(20) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(21) A regional area means an area with boundaries other than State or Territory.

(22) Club means and refers to any horse trail riding club and their registered individual members whose membership application or renewal has been accepted by the Executive Board.

(23) A Person as referred in Rule 36 can mean a person or club or collective of individuals.

2. NAME

The name of the incorporated Association is the Australian Trail Horse Riders Association (ATHRA) (the Association).

3. OBJECTS

The objects of the Association are:

(1) To promote, encourage and foster trail horse riding in the Australasian Region.

(2) To have a culture that promotes recreational riding, horse riding skills, horse welfare and participation.

(3) To provide a supportive environment for member clubs to develop.

(4) To educate members in order to promote safe and environmentally responsible trail horse riding, and the protection and conservation of Australia's natural and cultural environment.

(5) To establish and preserve horse riding trails throughout Australasia and to co-operate with selected user groups and government departments to achieve this aim.

4. POWERS

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Board:

(1) is to control and manage the affairs of the Association, and

(2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and

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(3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

5. CLASSES OF MEMBERS

The membership of the Association shall consist of the following classes of members:

(1) Affiliated Club;

(2) Individual Member;

(3) Social Member;

(4) Life Member; and

(5) Honorary Member.

(1) **AFFILIATED CLUB** shall be any club in the Australasian Region that meets the Association's Club Membership requirements on payment of the subscription or such other sum as may from time to time be declared by the Association at any General Meeting.

Affiliated Clubs shall be:

(a) subject to the provisions of these Rules;

(b) when conducting its activities subject to the Code of Conduct and all other Rules stipulated by the Association and the Association's governing bodies;

(c) on payment of their fees, entitled to vote.

The Affiliated Club numbers shall be unlimited.

(2) **INDIVIDUAL MEMBER** shall be any person who is a member of any ATHRA Affiliated Club belonging to the Australasian Region. The Association empowers the Executive Board to determine the fees and associated privileges that shall be afforded from time to time.

Individual Members shall be:

(a) subject to the provisions of these Rules, the Code of Conduct and all other Rules stipulated by the Association.

(b) on full payment of the fee nominated by the Executive Board, be entitled to the privileges offered by the Association.

The Individual Member numbers shall be unlimited.

(3) **SOCIAL MEMBER** shall be any non-riding person five years of age and over, who is of good character and is a member of any ATHRA Affiliated Club belonging to the Australasian Region. The Association empowers the Executive Board to determine the fees and associated privileges that shall be afforded from time to time.

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Social Members shall be:

(a) subject to the provisions of these Rules, the Code of Conduct and all other Rules stipulated by the Association.

(b) exempt from holding office or taking part in the management of the Association and shall not be entitled to vote.

(c) on full payment of the fee nominated by the Executive Board, be entitled to the privileges offered by the Association.

The Social Member numbers shall be unlimited.

(4) **LIFE MEMBER** shall be a person who has provided long standing meritorious services to the Association and meets the criteria as set by the Association and whose nomination has been passed by the Executive Board and confirmed by a majority of Association members.

Life Members shall be:

(a) subject to the provisions of these Rules, the Code of Conduct and all other Rules stipulated by the Association.

(b) exempt from the payment of ATHRA membership fees

(c) not entitled to a vote unless the member holds an active position on the Executive Board

The Life Member numbers shall be limited to no more than two (2) Life Memberships in any one year.

(5) **HONORARY MEMBER** shall be a person who is not an Affiliated Club Member who is nominated and elected by a simple majority of the Executive Board. Honorary membership shall be terminated at the following Annual General Meeting, but may be renewed.

Honorary Members shall be:

(a) subject to the provisions of these Rules, the Code of Conduct and all other Rules stipulated by the Association.

(b) exempt from the payment of membership fees.

(c) entitled to hold office or otherwise take part in the management of the Association and shall be entitled to all privileges connected therewith.

The Honorary Member numbers shall be determined by the Executive Board from time to time.

6. NEW MEMBERSHIPS

An application for membership of the Association must be:

(1) in writing as defined in Subrule 1.7; and

(2) in the form decided by the Executive Board.

7. FEES AND CHARGES

(1) The membership fee:

(a) is the amount decided by the Executive Board from time to time; and

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(b) is payable when, and in the way, it decides.

(2) Other Association Fees and Charges:

(a) is the amount decided by the Executive Board from time to time; and

(b) is payable when, and in the way, the Executive Board decides.

8. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 7.

9. ADMISSION AND REJECTION OF NEW AFFILIATED CLUBS

9.1 The Executive Board must consider an application for Affiliated Club membership at the next committee meeting held after it receives:

(1) the application for membership; and

(2) the appropriate membership fee for the application.

9.2 The Executive Board must decide at the meeting whether to accept or reject the application.

9.3 If a majority of the members of the Executive Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

9.4 The Secretary of the Association must, as soon as practicable after the Executive Board decides to accept or reject an application, give the applicant a written notice of the decision.

9.5 The Secretary must, on acceptance of membership and payment by the nominee of the amounts referred to in Rule 7 within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

10. WHEN MEMBERSHIP ENDS

10.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.

10.2 The resignation takes effect at:

(1) the time the notice is received by the Secretary; or

(2) if a later time is stated in the notice, the later time.

10.3 The Executive Board may terminate the membership of any member as defined in Rule 5 if that member:

(1) resigns membership, or

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(2) is expelled from the Association, or

(3) does not comply with any of the provisions of these Rules, or

(4) has membership fees in arrears, or

(5) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association, or

(6) has resigned from their club or had their club membership revoked for whatever reason, however the member shall first be allowed a period not exceeding two (2) months to join a new club before the termination takes effect, provided the period does not extend beyond the current calendar year in which case the period will expire on 31 December of that year.

10.4 Before the Executive Board terminates membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

10.5 If, after considering all representations made by the member, the Executive Board decides to terminate the membership, the Secretary of the committee must give the member written notice of the decision.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

11.1 An entity whose application for membership has been rejected or whose membership has been terminated, may give the Secretary written notice of the entity's intention to appeal against the decision.

11.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.

11.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

12. GENERAL MEETING TO DECIDE APPEAL

12.1 The general meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.

12.2 At the meeting, the appellant must be given a full and fair opportunity to show why the appeal should not be rejected or the membership should not be terminated in writing.

12.3 Also, the Executive Board who rejected the appeal or terminated the membership must be given a full and fair opportunity to show why the appeal should be rejected or the membership should be terminated in writing.

12.4 An appeal must be decided by a majority vote of the members eligible to vote.

12.5 If an entity whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the entity appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the entity.

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13. RESIGNATION OF MEMBERSHIP

13.1 A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

13.2 If a member of the Association ceases to be a member under Subrule 13.1 and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. REGISTER OF MEMBERS AND EXECUTIVE BOARD

14.1 The Executive Board must keep a register of members and Executive Board members of the Association.

14.2 The register of members must include the following particulars for each member:

(1) the full name of the member;

(2) the postal or residential address of the member;

(3) the date of admission as a member;

(4) the date of death or time of resignation of the member;

(5) details about the termination or reinstatement of membership;

(6) any other particulars the Executive Board or the members at a general meeting decide.

14.3 The register of Executive Board members must include the following particulars for each member:

(1) the full name and date of birth of the member;

(2) the postal or residential address of the member;

(3) the date on which the committee member became a committee member;

(4) the date on which that person ceased to be a committee member;

(5) the name of any members of the committee to hold the positions of President, Secretary or Treasurer;

(6) the date on which the member was elected or appointed to the position; and

(7) the date on which any such member ceased to hold that position.

14.4 The register of committee must be updated within one month of any change in the committee's membership occurring.

14.5 The register of members and committee must be kept in New South Wales:

(1) at the main premises of the Association, or

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(2) if the Association has no premises, at the Association's official address.

14.6 The register must be open for inspection by members of the Association at all reasonable times.

14.7 A member must contact the Secretary to arrange an inspection of the register.

14.8 However, the Executive Board may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

15.1 A member of the Association must not:

(1) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or

(2) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

15.2 Subrule 15.1 does not apply if the use or disclosure of the information is approved by the Association.

16. APPOINTMENT OR ELECTION OF SECRETARY

16.1 The Secretary must be:

(1) a member of the Association elected by the Association as Secretary; or

(2) any person who is appointed by the Executive Board.

16.2 If a vacancy occurs in the office of Secretary, the members of the Executive Board must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

16.3 If the Executive Board appoints a Secretary, other than to fill a casual vacancy on the Executive Board, the person does not become a member of the Executive Board.

16.4 However, if the Executive Board appoints a person as Secretary to fill a casual vacancy on the Executive Board, the person becomes a member of the Executive Board.

16.5 If the appointed Secretary is not remunerated for the services provided over and above reimbursements for expenses incurred while executing the duties of the position, these Rules will deem that the Appointed Secretary is a volunteer and as such will be subject to Subrule 19.4.

16.6 In this Rule casual vacancy on the Executive Board, means a vacancy that happens when an elected member of the Executive Board resigns, dies or otherwise stops holding office.

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17. REMOVAL OF SECRETARY

17.1 The Executive Board of the Association may at any time remove a person appointed by the committee as the Secretary.

17.2 The Executive Board of the Association may remove a Secretary elected by the members, though the person remains a member of the Executive Board.

18. FUNCTIONS OF SECRETARY

The Secretary's functions include, but are not limited to:

(1) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and

(2) keeping minutes of each meeting; and copies of all correspondence and other documents relating to the Association; and maintaining the register of members of the Association.

19. MEMBERSHIP OF THE BOARD

19.1 The Board of the Association shall consist of five (5) directors as follows:

(1) Chairperson - President

(2) Director Communication - Secretary

(3) Director Finance - Treasurer

(4) Either of the other Directors

19.2 A member of the Board, other than a Secretary if appointed by the Board, must be a member of the Association.

19.3 The Office Bearers of the Association shall be positions 1 to 3.

19.4 At each Annual General Meeting (AGM) of the Association, the members of the Board must retire from office in line with Subrule 19.5 and are eligible, on nomination, for re-election in line with Subrule 19.6.

19.5 At the Annual General Meeting of the Association the Board members holding even numbered positions shall retire from office on even years and those holding odd numbered positions shall retire from office on odd years, but in each case shall be eligible upon nomination for re-election subject to Subrule 19.6.

19.6 No member of the Board or the appointed Secretary as defined in sub-Rule 16.5 can hold any position for more than four (4) consecutive years and must retire for a minimum of one (1) year before they will be eligible for re-election to any Board position.

19.7 A member of the Association may be appointed to a casual vacancy on the Board under Rule 20.

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20. ELECTING THE EXECUTIVE BOARD

A member of the Executive Board may only be elected as follows:

(1) A "candidate" must be an adult and not in conflict with Subrule 19.6,

(2) A person is ineligible to be elected or hold a position on the Executive Board if he or she is in conflict with Rule 19.6 or

(a) is an adult who:

(i) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine; or

(ii) has been bankrupt, executed a deed of arrangement, or is applying to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;

(iii) the rehabilitation period in relation to the conviction or bankruptcy has not expired;

(iv) is prohibited from being a director of a company under Part 2D 6 Corporations Act 2001 of the Commonwealth;

(v) has been expelled as a member of committee of an ATHRA club by its members.

(3) All nominations for membership of the Executive Board are to be in writing and in the hands of the Secretary fourteen (14) days prior to the Annual General Meeting.

(4) All candidates will be required to indicate in writing their ability to meet the skills, tasks and time required for the applied position as defined by the Association's Position Statements. All prospective candidates will be required to complete the 'Executive Board's Position Statement Nomination Form'.

(5) Candidates' application forms must be posted on the Association's web site at least seven (7) days immediately preceding the Annual General Meeting.

(6) Each member of the Association eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Executive Board.

(7) In the absence of any valid written nominations, candidates may be called or accepted from the floor of the Annual General Meeting. Those nominating from the floor will be required to verbally provide the members evidence of their ability to meet skills, tasks and time required for the specified position as defined by the 'Executive Board's Position Statements'. The members present and eligible to vote will accept or reject the candidate's nomination based on the information provided by the candidate.

(8) If any position has only one candidate, the members present and eligible to vote will accept or reject the nomination based on the candidate's known ability to meet the Position Statement duties, if it is known, or if there is doubt that the candidate possesses the skills to fill the position, the nomination shall be rejected, the position shall remain vacant until a suitable volunteer can be found under Rule 22 or that the Association has the ability to buy in the services of skilled personnel.

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(9) Balloting lists shall be prepared, if necessary, containing the names of the accepted candidates in alphabetical order for each position and each voting member present at the Annual General Meeting shall be entitled to vote.

21. RESIGNATION, REMOVAL OR VACANCIES OF OFFICE OF EXECUTIVE BOARD MEMBER

21.1 A member of the Executive Board may resign from the committee by giving written notice of resignation to the Secretary.

21.2 The resignation takes effect at:

(1) the time the notice is received by the Secretary; or

(2) if a later time is stated in the notice - the later time.

21.3 A member of the Executive Board may be removed from their position or office if they fail to abide by the Association's Rules, ATHRA's Code of Conduct, Board's Code of Conduct and Behaviour and/or position responsibilities as stipulated in organisation Position Descriptions and Operational Tasks Sheets; or

21.4 A member may be removed from office at a general meeting of the Association if a majority of the members eligible to vote, vote in favour of removing the member.

21.5 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

21.6 A member has no right of appeal against the member's removal from office under this Rule.

21.7 A casual vacancy on the Executive Board occurs if the member:

(1) dies, or

(2) ceases to be a member of the Association, or

(3) becomes mentally incapacitated person, or

(4) is absent without the consent of the Executive Board from 3 consecutive meetings of the Board, or

(5) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

(6) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

(7) is prohibited from being a director of a company under Part 2D 6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

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22. VACANCIES ON EXECUTIVE BOARD

22.1 If a casual vacancy occurs on the Executive Board, the continuing members of the Executive Board may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.

22.2 The continuing members of the Executive Board may act despite a casual vacancy on the Executive Board.

22.3 However, if the number of committee members is less than the number fixed under sub-Rule 25.1 as a quorum of the Executive Board, the continuing members may act only to:

(1) increase the number of Executive Board members to the number required for a quorum; or

(2) call a general meeting of the Association.

23. FUNCTIONS OF EXECUTIVE BOARD

23.1 Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Executive Board has the general control and management of the administration of the affairs, property and funds of the Association.

23.2 The Executive Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

23.3 The Executive Board may exercise the powers of the Association:

(1) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and

(2) to secure the amounts mentioned in subrule 23.3(1) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and

(3) to purchase, redeem or pay off any securities issued; and

(4) to borrow amounts from members and pay interest on the amounts borrowed; and

(5) to mortgage or charge the whole or part of its property; and

(6) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and

(7) to provide and pay off any securities issued; and

(8) to invest in a way the members of the Association may from time to time decide.

23.4 For Subrule 23.3(4), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

(1) the financial institution for the Association; or

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(2) if there is more than one financial institution for the Association - the financial institution nominated by the Executive Board.

24. MEETINGS OF EXECUTIVE BOARD

24.1 Subject to this Rule, the Executive Board may meet and conduct its proceedings as it considers appropriate.

24.2 The Executive Board must meet within six (6) months of the AGM and at other times and at such places and in such a manner as it may decide to exercise its functions.

24.3 The Executive Board must decide how a meeting is to be called.

24.4 Notice of a meeting is to be given in the way decided by the Executive Board.

24.5 The Executive Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

24.6 A Board member who participates in the meeting as mentioned in Subrule 24.5 is taken to be present at the meeting.

24.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

24.8 A member of the Executive Board must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

24.9 The President is to preside as chairperson at an Executive Board meeting.

24.10 If there is no President or if the President is not present within 10 minutes after the time fixed for an Executive Board meeting, the members may choose one of their number to preside as chairperson at the meeting.

25. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING

25.1 At a Board meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.

25.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses and:

(1) the meeting is to be adjourned for at least one (1) day; and

(2) the members of the Board who are present are to decide the day, time and place of the adjourned meeting; or

(3) If a Board quorum cannot be achieved, the continuing members may act as required under Subrule 22.3.

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25.3 if, at an adjourned meeting mentioned in Subrules 25.2(1) and 25.2(2), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26. SPECIAL MEETING OF EXECUTIVE BOARD

26.1 If the Secretary receives a written request signed by at least 33% of the members of the Executive Board, the Secretary must call a special meeting of the Executive Board by giving each member of the Executive Board notice of the meeting within 14 days after the Secretary receives the request.

26.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

26.3 A request for a special meeting must state:

(1) why the special meeting is called; and

(2) the business to be conducted at the meeting.

26.4 A notice of a special meeting must state:

(1) the day, time and place of the meeting; and

(2) the business to be conducted at the meeting.

26.5 A special meeting of the Executive Board must be held within 14 days after notice of the meeting is given to the members of the Executive Board.

27. MINUTES OF EXECUTIVE BOARD MEETINGS

27.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Board meeting are entered in a minute book.

27.2 To ensure the accuracy of the minutes, the minutes of each Executive Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Board meeting, verifying their accuracy.

27.3 The minutes compiled by the Secretary and duly signed by the chairperson authenticating their accuracy shall be deemed as the official minutes.

28. DUTIES OF THE ASSOCIATION AND COMMITTEES

28.1 The duty of the Association to the Board personnel shall be to:

(1) ensure all individual Board personnel are compensated for the costs associated with completing their duties in accordance with the ATHRA 'Committee Reimbursement' Policy and Procedures;

(2) provide the support and training required to complete the tasks required of their position according to the ATHRA 'Volunteer' policies and procedures to ensure all Board personnel receive appropriate:

(a) ATHRA 'Induction training' prior to the commencement of their duties; and/ or

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(b) ATHRA 'Position Description and 'Task Sheet';

(c) education and/ or training required to complete their tasks or position requirements at the Association's cost.

28.2 The duties of the Executive Board to the Association shall be to:

(1) continue to develop the Association by implementing modern efficient and effective administration, management and financial practices that support the longevity of the Association;

(2) effectively and efficiently execute their roles and responsibilities as stipulated under their position statements and operational task sheets;

(3) attend meetings, actively and constructively participate in the discussions and decisions making process and know that non-attendance or disruptive behaviour may result in disciplinary action or expulsion;

(4) provide member clubs with the support they require to develop within the constraints of the Association's financial and human capacity;

(5) not dismiss or disregard lightly the concepts, issues or advice provided, raised or presented by member clubs, Board groups, Position holders or Stakeholders; and

(6) ensure that the differences and variances in usage of ATHRA services and volunteer contributions are reflected in the users' affiliation structure/s and fee/s set by ATHRA.

28.3 The duties of the Board to the Association Volunteer Workforce shall be to:

(1) undertake ongoing recruitment to ensure there are appropriately qualified and motivated personnel with sufficient time to fulfill all positions in the Association;

(2) place Association volunteers based on experience, skills and/or their potential to develop the skills in order to ensure that no volunteer is knowingly placed in a position or given a task that is beyond his or her known capabilities unless adequate support is provided. If the skills cannot be obtained or supported, the volunteer shall have their role responsibility or task removed from the individual's responsibility or be redeployed to a new position or task that better suits their situation and ability or be removed from the position or task

(3) ensure that all general volunteers, after four (4) consecutive years of service, are rested from all voluntary duties within or for the club for a period of not less than one (1) year;

(4) ensure the needs of the Association's most valued resource, its volunteer workforce, are supported by modern volunteer policies, procedures, codes and practices;

(5) recognise and reward the commitment and contribution of the Association's volunteers according to the ATHRA's volunteer policies, procedures and industry standards, and

(6) if unable to recruit personnel with the appropriate skills, time or commitment to key and or high risk positions, buy in the service/s at the members' costs.

28.4 The duty of the Board to Board Groups and/or Sub Committees shall be to:

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(1) provide the support and resources required for the groups/subcommittee/s to achieve the objective/s set by the Board;

(2) provide the groups/sub-committees with realistic objectives; and

(3) provide a Board member to chair meetings and report on behalf of the group to the Board.

28.5 The duty of Board Groups and/or Sub Committees to the Association shall be to:

(1) contribute to the development of the Association, riders and technical personnel as stipulated in the Association's governance, management and administration, communication operating processes, policies and procedures;

(2) provide the Board with realistic options for consideration within the timeframe and in the format required by the Board;

(3) provide the Board with a realistic income and expenditure prediction for the groups basic operational cost each year for consideration within the time frame and in the format required by the Board;

(4) provide the Board with a written submission for any extraordinary income and expenditure items required for consideration within the time frame and in the format required by the Board; and

(5) operate according to the roles, responsibilities, policies and procedures established by the Board.

28.6 The duties of the Board to Position Holders shall be to:

(1) provide the support, management and administration, policies, procedures and financial resources required for the Position Holders to develop and support the needs of the clubs within their region within the constraints of the Association's financial capacity;

(2) provide the Position Holders with realistic objectives; and

(3) assist Position Holders to manage conflicts within their regions.

28.7 The duty of a Position Holder shall be to:

(1) contribute to the development the Association, riders and technical personnel as stipulated in the Association's governance, management and administration, communication operating processes, policies and procedures;

(2) provide the Board with realistic options for consideration within the timeframe and in the format required by the Board;

(3) provide the Board with a written submission for any extraordinary income and expenditure items required for consideration within the time frame and in the format required by the Board; and

(4) operate according to the roles, responsibilities, policies and procedures established by the Board.

28.8 The duty of Affiliated Clubs to the Association shall be to:

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(1) follow the Rules of the Association, management, administration, processes, policies and procedures, Rules of the activity, Code of Conduct, Board groups and land owners/managers;

(2) endeavour to ensure that all general volunteers, after four (4) consecutive years' service, are rested from voluntary duties within or for the club for a period of not less than one (1) year;

(3) ensure the needs of the Club's most valued resource, its volunteer workforce, are supported by modern volunteer policies, procedures, codes and practices;

(4) recognise and reward the commitment and contribution of the Club's volunteers according to the ATHRA's volunteer policies, procedures and industry standards;

(5) if unable to recruit personnel with the appropriate skills, time or commitment to key and or high risk positions, buy in the service/s at the members' costs;

(6) conduct their affairs at all times in a manner that reflect and promotes the objectives of the Club and the Association; and

(7) ensure that the differences and variances in usage of services and volunteer contributions are reflected in the clubs users' affiliation structure/s and fee/s as set by the Association.

28.9 The duty of Individual and Social Members to the Association shall be to:

(1) follow the Rules of the Association, Rules of the activity, Code of Conduct and its operational groups and land owners/managers; and

(2) at all times whenever attending ATHRA events represent ATHRA in a manner which reflects and promotes the objectives of the Club and ATHRA.

29. APPOINTMENT OF BOARD GROUPS AND OR SUBCOMMITTEES

29.1 The Board shall appoint Board groups and members considered appropriate by the Board to help conduct of the Association's operations.

29.2 The Board may appoint a subcommittee consisting of members of the Association considered appropriate by the Board to help with the conduct of the Association's operations.

29.3 A member of the group and or subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.

29.4 The chairperson of Board groups will be determined by the Board.

29.5 A Board group may meet and adjourn as it considers appropriate.

29.6 A question arising at a Board group meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

29.7 A subcommittee may elect a chairperson of its meetings.

29.8 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

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29.9 A subcommittee may meet and adjourn as it considers appropriate.

30. PUBLIC OFFICER

30.1 This person must be a resident of the State in which incorporation is executed.

30.2 The Public Officer must be eighteen (18) years old or over.

30.3 This person need not be a member of ATHRA.

30.4 The Public Officer will perform all duties as required by the Associations Incorporation Act 1984 (NSW).

30.5 This person will safeguard the Common Seal of ATHRA INC.

30.6 The Public Officer will be appointed at each AGM.

31. VACATION OF OFFICE OF PUBLIC OFFICER

The Association's Public Officer vacates office in the following circumstances:

(1) if he or she dies;

(2) if he or she resigns the office in writing addressed to the Association's Executive Board;

(3) if he or she is removed from office by resolution of a general meeting of the Association;

(4) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit;

(5) if he or she becomes a mentally incapacitated person; or

(6) if he or she ceases to ordinarily reside in New South Wales.

32. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

32.1 An act performed by the Executive Board, a Board group, subcommittee or a person acting as a member of the Executive Board is taken to have been validly performed.

32.2 Subrule 32.1 applies even if the act was performed when:

(1) there was a defect in the appointment of a member of the Executive Board, Board group member, subcommittee or person acting as a member of the Executive Board; or

(2) an Executive Board member, Board group, subcommittee member or person acting as a member of the Executive Board was disqualified from being a member.

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33. RESOLUTIONS OF EXECUTIVE BOARD WITHOUT MEETING

33.1 A written resolution signed by each member of the Executive Board is as valid and effectual as if it had been passed at an Executive Board meeting that was properly called and held.

33.2 A resolution mentioned in Subrule 33.1 may consist of several documents in like form, each signed by one or more members of the Executive Board.

34. ANNUAL GENERAL MEETINGS (AGM)

An Annual General Meeting must be held:

(1) at least once each year; and

(2) within six (6) months after the end date of the Association's reportable financial year.

35. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

35.1 The annual general meeting of the Association is, subject to the Act and to Rule 34, to be convened on such date and at such place and time as the Board thinks fit.

35.2 The following business must be conducted at each Annual General Meeting of the Association:

(1) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;

(2) to receive and consider any financial statement or report required to be submitted to members under the Act for the last reportable financial year;

(3) elect members of the Board in accordance to Subrule 19.5; and

(4) to receive from the Board reports on the activities of the Association during the preceding financial year.

36. NOTICE OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS

36.1 The Secretary may call a general meeting of the Association.

36.2 The Secretary must give at least 14 days' notice of the meeting.

36.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

36.4 The Board may decide the way in which the notice must be given.

36.5 However, notice of the following meetings must be given in writing if:

(1) a meeting called to hear and decide the appeal of a person as defined in Subrule 1.1(23) against the Board's decision:

(a) to reject the person's application for membership of the Association; or

(b) to terminate the person's membership of the Association; or

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(2) a meeting called to hear and decide a proposed special resolution of the Association.

36.6 A notice of a general meeting must state the business to be conducted at the meeting.

37. QUORUM FOR, AND ADJOURNMENT OF, ALL GENERAL MEETINGS

37.1 The quorum for a general meeting is at least the number of members elected or appointed to the Board at the close of the Association's last general meeting plus one.

37.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

37.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.

37.4 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum.

37.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

37.6 If a meeting is adjourned under Subrule 37.4, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

37.7 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

37.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

38. PROCEDURE AT GENERAL MEETING

38.1 A member eligible may take part and vote in a general meeting in person, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen

38.2 A member who participates in a meeting as mentioned in Subrule 38.1 is taken to be present at the meeting.

38.3 At each general meeting:

(1) the President is to preside as chairperson; and

(2) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting; and

(3) the chairperson must conduct the meeting in a proper and orderly way; and

(4) members must behave in a proper manner and according to the direction of the chair and the majority of members present.

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39. VOTING AT AGM OR GENERAL MEETING OF THE ASSOCIATION

39.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members eligible to vote.

39.2 A special resolution must be decided by three quarters (75%) of votes of the members eligible to vote.

39.3 If the votes are equal, the motion, matter, or resolution is deemed to have been defeated and the status quo remains.

39.4 Affiliated clubs shall be entitled to one (1) vote and an additional one (1) vote for each ten (10) Individual members exceeding the first ten (10) members of their club:

(1) For the purpose of determining the total number of votes a club is entitled to, the number of members shall be as measured at the completion of the membership year preceding the date of the AGM.

(2) A club affiliating after the completion of the membership year preceding the date of the AGM is deemed to have had ten (10) Individual members as at the measurement date and therefore is entitled to one (1) vote.

39.5 Affiliated clubs unable to attend an AGM or General Meeting of the Association are entitled to:

(1) cast their vote by postal vote on all motions and special resolution; or

(2) in writing from the club's executive committee, appoint their club's proxy to vote on their club's behalf in all matters, motions and special resolutions requiring a vote at the AGM or General Meeting of the Association and at any adjournment of that meeting; or

(3) in writing from the club's executive committee appoint a Position Holder to be their club's proxy to vote on their club's behalf in all other matters raised of importance at the AGM or General Meeting of the Association and at any adjournment of that meeting other than circulated motions and special resolutions.

39.6 The Board members will be entitled to one (1) vote if they are an active member of the Board at the time of the AGM or General Meeting and at any adjournment of that meeting.

39.7 Board members unable to attend an AGM or General Meeting of the Association are entitled to:

(1) cast their vote by postal vote on all motions and special resolution; or

(2) in writing appoint one serving Board member to be their proxy vote for them in all matters, motions and special resolutions requiring a vote at the AGM or General Meeting of the Association and at any adjournment of that meeting.

39.8 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

39.9 The method of voting is to be decided by the Board.

39.10 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

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39.11 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.

39.12 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40. SPECIAL GENERAL MEETING

40.1 The Secretary must call a special general meeting by giving each Affiliated Club notice of the meeting within 14 days after:

(1) being directed to call the meeting by the Board; or

(2) being given a written request signed by:

(a) at least 33% of the number of members of the Board when the request is signed; or

(b) at least 15 Affiliated Club members when the request is signed;

(3) being given a written notice of an intention to appeal against the decision of the Board:

(a) to reject an application for membership; or

(b) to terminate a person's membership.

40.2 A request mentioned in Subrule 40.1(2) must state:

(1) why the special general meeting is being called; and

(2) the business to be conducted at the meeting.

40.3 A special general meeting must be held within three (3) months after the Secretary:

(1) is directed to call the meeting by the Board; or

(2) is given the written request mentioned in Subrule 40.1(2); or

(3) (c) is given the written notice of an intention to appeal referred to in Subrule 40.1(3).

40.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

41. MINUTES OF GENERAL MEETINGS

41.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

41.2 To ensure the accuracy of the minutes:

(1) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy;

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(2) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy;

(3) the minutes compiled by the Secretary and duly signed by the chairperson authenticating their accuracy shall be deemed as the official minutes.

41.3 If asked by a member of the Association, the Secretary must, within 28 days after the request is made:

(1) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place;

(2) give the member copies of the minutes of the meeting.

41.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

42. BY-LAWS

42.1 The Board may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.

42.2 A by-law may be set aside by a vote of Affiliated Clubs at a general meeting.

43. ALTERATION OF RULES

43.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.

43.2 However an amendment, repeal or addition is valid only if it is registered by the Director-General or prescribed by the Regulation.

44. DISPUTES AND MEDIATION

44.1 The parties to the grievance procedure set out in this Rule shall include all classes of members as defined in Rule 5, the Board or individual members of the Board, Position Holders and all other ATHRA appointed officials.

44.2 The procedure set out in this Rule applies to disputes under these Rules between any parties referred to in Sub rule 44.1, or any combination of them.

44.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute came to the attention of all the parties.

44.4 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

44.5 The mediator must be:

(1) a person chosen by agreement between the parties; or

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(2) in the absence of agreement:

(a) in the case of a dispute between a member and another member, a person appointed by the Board; or

(b) in the case of a dispute involving the Board or an individual member of the Board, a person who is a mediator appointed or employed by a relevant government department.

44.6 A member of the Association can be a mediator.

44.7 The mediator cannot be a member who is a party to the dispute.

44.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

44.9 The mediator, in conducting the mediation, must:

(1) give the parties to the mediation process every opportunity to be heard; and

(2) allow due consideration by all parties of any written statement submitted by any party; and

(3) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

44.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

45. COMMON SEAL

45.1 The Association may execute a document without using a common seal if the document is signed by two (2) of its authorised signatories.

45.2 The Board may or may not choose to have a common seal.

45.3 The common seal must be:

(1) kept securely by the Board; and

(2) used only under the authority of the Board.

45.4 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

(1) the Secretary; or

(2) another member of the Board; or

(3) someone authorised by the Board.

46. FUNDS AND ACCOUNTS

46.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.

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46.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

46.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

46.4 All grants, funding, specific fundraising nominated, issued and or allocated for express use of a regional or state area must be managed, administered, reported and utilised according to the signed funding agreement and or moved motion of the Association.

46.5 A payment by the Association of $100 or more must be made by cheque or electronic funds transfer that has been preapproved by the Board and if such payment is made by cheque, the cheque must be signed by any two (2) of the following;

(1) the President;

(2) the Secretary;

(3) the Treasurer;

(4) either of the other Directors;

(5) family members as defined in Subrule 1.1(14) may not co-sign the same cheque issued by the Association.

46.6 However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

46.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

46.8 A petty cash account must be kept on the impress system, and the Board must decide the amount of petty cash to be kept in the account.

46.9 All expenditure must be approved or ratified at a Board meeting.

47. GENERAL FINANCIAL MATTERS

47.1 The Treasurer will provide the Board with monthly accounts which report the actual income and expenditure against budgeted forecasts for the previous month and produce the most recent bank statement for all Board members to view and sign.

47.2 On behalf of the Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

47.3 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

48. INSURANCE

48.1 ATHRA will keep all Affiliated Clubs and their members covered by a Public Liability Insurance Policy and a Personal Accident Policy, the cost of which will be paid by the members receiving cover.

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48.2 One payment per year by each Affiliated Club and member will cover that Club and member for any approved activity during that year.

48.3 The ATHRA Insurance Policy may be amended by the Board from time to time, to embrace unforeseen circumstances, so long as the amendment conforms to the Objectives of the Association.

49. DOCUMENTS

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.

50. FINANCIAL YEAR

The end date of the Association's financial year is December 31 in each year.

51. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

51.1 This Rule applies if the Association:

(1) is wound-up under division 3 of the Act; and

(2) has surplus assets.

51.2 Surplus assets shall be distributed in accordance with the resolution of a Special General Meeting

51.3 The surplus assets must not be distributed among the members of the Association.

51.4 The surplus assets must be given to another entity:

(1) having objects similar to the Association's objects; and

(2) the Rules of which prohibit the distribution of the entity's income and assets to its members.

51.5 Any such resolution must then be approved by the New South Wales Department of Fair Trading according to the Associations Incorporation Act 2009.

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