

**ADELAIDE  
PLAINS  
EQUESTRIAN  
CLUB  
INCORPORATED**

**Constitution**

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## 1. NAME

The name of the incorporated association is the Adelaide Plains Equestrian Club Incorporated (hereinafter "APEC")

## 2. DEFINITIONS

- (a) **"Act"** means the Associations Incorporation Act 1985.
- (b) **"Administering Body"** means the government body responsible for administering the Act.
- (c) **"APEC"** means the Adelaide Plains Equestrian Club Incorporated.
- (d) **"APEC grounds"** means the grounds leased by APEC, or any other location as otherwise determined by APEC from time to time.
- (e) **"Committee"** means a group of members so elected as to represent APEC, comprising both the executive committee and other members elected at a General Meeting.
- (f) **"Constitution"** means APEC Constitution upon which APEC is incorporated.
- (g) **"Council"** means the Adelaide Plains Council or any other local government body that may replace the Adelaide Plains Council in the event of a restructure of such.
- (h) **"Event or associated activity"** means any event or activity organized and/or attended by APEC members including but not limited to competitive/non-competitive riding/non-riding and social or educational gatherings.
- (i) **"Executive" or "Executive Committee"** means a group of members (also known as office bearers) so elected as to represent APEC and its day to day operations comprising a President, Vice-president, Secretary and Treasurer.
- (j) **"Financial Year"** means the period from 1<sup>st</sup> July to 30<sup>th</sup> June.
- (k) **"General Meeting"** means a general meeting of members of APEC convened in accordance with this Constitution and includes an Annual General Meeting (AGM) or a Special General Meeting (SGM).
- (l) **"Member"** means any person who is a current member of APEC and has paid all membership fees due and payable in full.
- (m) **"Membership fee"** means the fee incurred annually by members as determined by the Committee
- (n) **"Organizing sub-committee"** means a member or group or members who benefit from delegation approved by the APEC Committee.
- (o) **"Public Officer"** means that person registered as the public officer with the government body responsible for administering the Act and may be any member of the Executive Committee as determined from time to time by the APEC Committee.
- (p) **"Quorum"** means:-

- (i) At a General Meeting, no less than 20% of the current membership, provided that at least 75% of the APEC Committee are present
- (ii) At Committee Meetings, no less than 51% of Committee Members, provided that at least 3 office bearers are present.
- (q) **“Rallies”** means APEC organised events involving Riders and/or non Riders
- (r) **“Regulations”** means the Regulations of the Act
- (s) **“Rider”** means any person riding a horse, handling a horse or participating in a harness activity in which a horse is used, including passengers on harness vehicles.

### 3. OBJECTIVES

APEC, as a not-for-profit organisation, aims to:-

- (a) provide a benefit to horse owners, riders and social enthusiasts.
- (b) provide a friendly, relaxed environment for all members.
- (c) progress the requests from and needs of local riders for a multi-purpose, safe, easily accessible grounds for use through annual or casual membership.
- (d) encourage participation in enjoyable, safe competitive and/ or non-competitive horse riding, ownership and other equine related social or educational pursuits.
- (e) promote opportunities for the acquisition, absorption and diffusion of skills and information relating to all equestrian matters and pursuits.
- (f) accept all disciplines, levels of riding and breeds of horse without unnecessary discrimination and facilitate the valued lifestyle enhancement gained from horse and human relationship.
- (g) educate and encourage harmony between horses and riders, whilst promoting the welfare and wellbeing of the horse together with sportsmanlike attitude/behaviour amongst members.
- (h) conduct fund raising or social events for APEC and to receive, manage and disburse monies and other assets in furtherance of the objects contained herein.
- (i) assist with raising the profile of APEC and provide an effective presence both in the community and at all levels of government.
- (j) work with local riding instructors, riding groups and state equine services to support the mental, social, physical, emotional and recreational health of members and their horses.
- (k) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.
- (l) educate the wider community around road safety and general horse sense.



- (m) promote zero tolerance with respect to:
  - (i) Cruelty to animals.
  - (ii) Racism, prejudice and unfair discrimination.
  - (iii) The use of illegal, prohibited or banned substances for or by horses or riders.
  - (iv) bullying of the Committee or members of APEC
- (n) Hold regular Rallies to undertake the objectives as identified within this Clause, with such Rallies to be held at dates and times to be determined by the Committee.

#### **4. POWERS OF APEC**

APEC shall have all the powers conferred by section 25 of the Act.

#### **5. MEMBERSHIP**

##### **5.1 Application for APEC Membership**

- (a) A person may apply for APEC membership in such a manner as APEC determines from time to time in a General Meeting. In applying for membership, a person accepts that members shall at all times during any APEC event or associated activity have regard to the Constitution and adopted policies, procedures and guidelines and shall not act contrary to their provisions.
- (b) Where APEC receives a membership application and signed exemption/disclaimer form, together with the annual membership fee(s) payable, the Secretary shall, as soon as practicable, enter the applicant's name in the Members register.
- (c) An applicant becomes an APEC member when his or her name is entered in the register, or at such earlier time as APEC may approve for the purpose of APEC events.
- (d) Notwithstanding sub-clauses 5.1(b) and 5.1(c), the Secretary may refuse to enter an applicant's name in the register if he or she is satisfied that the applicant does not satisfy the relevant criteria contained in the Constitution or any policies of APEC.
- (e) Within 2 months of a membership application being received, the Committee may determine whether to approve or reject the applicant as a member
- (f) Written parental consent is required for all members under 18 years of age.
- (g) Where APEC refuses to approve a membership:
  - (i) the applicant shall be notified in writing;
  - (ii) any membership fee paid by the applicant shall be refunded; and
  - (iii) the person's name removed from the Members register.

- (h) APEC may, by special resolution at any General Meeting, following recommendation by the Committee, elect a person to be a life member based on outstanding or exemplary service to APEC. However, not more than two (2) life members may be nominated in any one year.

## **5.2 Membership Register**

The Secretary shall establish and maintain a register of APEC members, which contains the name and address of each member, together with such other details as APEC may from time to time determine as appropriate.

## **5.3 APEC Membership Qualifications and Definitions**

### **(a) Adult Ordinary Membership**

- Must be 18 years of age and over;
- Has full voting rights at all meetings;
- Can be member of the Committee or any sub-committee; and
- Is a Rider as defined, whether the horse is owned or not owned by that person, on the APEC grounds or at any event held by APEC.

### **(b) Junior Ordinary Membership**

- Under 18 years of age;
- Cannot vote unless a junior rider representation committee member but can make written submissions for the Committee to consider;
- Can be one of two junior rider representation positions on the Committee.
- Junior rider representation positions do have voting rights;
- Can be a member of a sub-committee; and
- Is a Rider as defined, whether the horse is owned or not owned by that person, on the APEC grounds or any event held by APEC.

### **(c) Adult Social Membership**

- 18 years of age and over;
- Full voting rights;
- Can be a member of the Committee; and
- Is not a Rider, as defined, on the APEC grounds or any event held by APEC.

### **(d) Junior Social Membership**

- Under 18 years and under;
- Cannot vote;
- Cannot be a junior rider representative;
- Can be a member of sub-committee; and
- Is not a Rider, as defined, on the APEC grounds or any event held by APEC.

### **(e) Family Membership**

- Comprises two or more people from the same family, limited to four (4) family members;
- Must be immediate family such as parents, legal guardians, spouse (including partner at common law) and siblings;

- Does not include a cousin, auntie, grandparent (unless adopted, fostered or guardian), although the Committee can consider special circumstances if family makes written submission, at which time the Committee may use its discretion to consider a particular person a family member when not normally considered a family member;
- A Family Membership counts for one vote only, except at a General Meeting, where all family members over the age of 18 have one vote;
- Can be mixture of riding and non-riding members or all riding or all non-riding;
- All family members can be a member of a sub-committee, although not more than one on any individual sub-committee;.
- Only one member can be a member of the Committee unless one member is a junior rider representative at which time two members can be members of the committee; and
- Can be a junior rider representative if that person is what would be classified as a junior riding member but only one member from each family can be a junior rider representative.

(f) Casual/Day Membership

- No difference between riding and non riding, adult or junior;
- For one day only;
- No voting rights; and
- Not permitted on any committee or sub-committee.

(g) Life Membership

- APEC may award Life Membership to any person for long and meritorious service to APEC provided they have been an active member for at least ten (10) continuous years.
- The Committee shall determine the awarding of Life Membership and whether any ongoing membership fees shall apply in the event that Life Membership is awarded.

(h) Honorary Membership

APEC may provide an Honorary Membership any person for a period of 24 hours. Such person shall have no powers whatsoever in APEC matters and must relinquish their membership at the end of 24 hours. The Executive may set a reasonable charge for Honorary Membership as it deems appropriate.

#### **5.4 Membership Rights and Obligations**

By applying for membership with APEC, the members acknowledge that:-

- (a) This constitution forms a contract between each of them and APEC and that they are bound by this constitution and the regulations.
- (b) They shall comply with and observe this constitution and the regulations and any determination, resolution, policy or procedure which may be made or passed by the Committee or other entity with delegated authority.

- (c) By submitting to this constitution and regulations, they are subject to the jurisdiction of APEC.
- (d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of APEC.
- (e) They are entitled to all benefits, advantages, privileges and services of APEC membership.

## **5.5 Membership Entitlements – Non-transferrable**

A right, privilege or obligation which a person has by reason of being a member of APEC is not capable of being transferred or transmitted to another person and terminates on cessation of the person's membership.

## **5.6 Disciplining of Members**

- (a) Where the Committee receives a complaint about an APEC member or considers that an APEC member has:-
  - (i) refused or neglected to comply with a provision or provisions of this Constitution including the objects contained herein;
  - (ii) refused or neglected to comply with any resolutions, guidelines or rules of APEC; or
  - (iii) wilfully acted in a manner prejudicial to the interests of APEC,

the Committee may, provided that after considering any submission made in connection with the complaint, it is satisfied that the facts alleged in the complaint are proven, by resolution:-

  - (A) expel the member from APEC;
  - (B) suspend the member from APEC membership for a specified period; or
  - (C) send a letter of warning from the Committee to the member.
- (b) Where the Committee passes a resolution under Clause 5.6(a), the Secretary shall, as soon as practicable, send a written notice to the member which shall;
  - (i) set out the Committee's resolution and outline the grounds on which it is based;
  - (ii) state that the member may address the Committee at a Committee meeting;
  - (iii) state the date, place and time of that meeting, which shall not be earlier than 14 days and not later than 28 days after the service of the notice; and
  - (iv) inform the member that he or she may do either or both of the following:
    - (A) attend and speak at the meeting;

- (B) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (c) At a Committee meeting held under Clause 5.6(b) the Committee shall:
  - (i) give the member an opportunity to make oral representations;
  - (ii) consider any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (iii) by resolution, determine whether to confirm or revoke the resolution, which was specified in the notice to the member.
- (d) Where the Committee confirms a resolution under Clause 5.6(c), the Secretary shall within 7 days give the member notice in writing of that confirmation and that of the member's right of appeal under Clause 5.7.

## **5.7 Right of Appeal of Disciplined Member**

- (a) A member may appeal to APEC in a General Meeting against a Committee resolution, which is confirmed under Clause 5.6. An appeal must be made by lodging a notice to that effect with the Secretary not later than 14 days after the member is notified of the Committee's resolution.
- (b) Upon receipt of a notice of appeal, the Secretary shall notify the Committee and shall:
  - (i) list the appeal for decision at the next General Meeting of APEC where such a meeting has previously been notified to take place within 28 days of receipt of the notice of appeal; or
  - (ii) where no General Meeting has been notified to take place within 28 days of receipt of the notice of appeal, convene a General Meeting to be held within that period.
- (c) At a General Meeting held in accordance with Clause 5.7(b):
  - (i) the question of the appeal shall be transacted in priority to any other APEC business;
  - (ii) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the General Meeting APEC passes a special resolution confirming the Committee's resolution, then that resolution is confirmed, and the member is disciplined accordingly.
- (e) Any decision by APEC in any General Meeting regarding any appeal cannot be the subject of a further appeal under any circumstances.

## **5.8 Cessation of Membership**

A person ceases to be an APEC member if the person:

- (a) dies;

- (b) resigns;
- (c) is expelled from APEC; or
- (d) fails to pay the annual membership renewal fee by the due date or prior to the first riding day of APEC in the current year.

### **5.9 Resignation of Membership**

- (a) A member may resign from APEC or Committee membership at any time by giving written notice to the Secretary, or by giving notice at any meeting of APEC or the Committee.
- (b) Where a person resigns, there shall be no refund of any of the annual membership fees or annual subscription fees paid by that person, and the register shall be noted accordingly.

### **5.10 Member Liabilities**

- (a) The liability of an APEC member to contribute towards the payment of the debts and liabilities of APEC or the costs, charges and expenses of the winding up of APEC is limited to the amount, if any, unpaid by the member in respect of APEC membership as required by Clause 6.

## **6. FEES AND SUBSCRIPTIONS**

- (a) An APEC member shall pay an annual membership fee of such amount as the Committee determines and this fee shall become due and payable:
  - (i) when a person makes an application for APEC membership; and
  - (ii) in each subsequent year on 1 January or on such other date as APEC determines.
- (b) Where APEC has determined a membership fee for a period of more than one year, a member who has paid such fee is not required to pay a further annual fee until the expiration of that period
- (c) Life members shall be liable for payment of any membership fees to the extent determined by the Committee in accordance with Clause 5.3.
- (d) Members must be financial to enjoy membership discounts at any APEC event, associated activity or from any business (where applicable) and meet any further conditions of a particular offer.
- (e) After **1 July**, and at the discretion of the Committee, annual membership fee may be reduced.
- (f) Fees associated with any APEC event or associated activity will be as determined by the Committee and will only apply to those members who nominate themselves to participate in such activities.
- (g) Fees and subscriptions shall be subject to review annually by the Committee.
- (h) Reduced annual fees and subscriptions may be introduced by the Committee with respect to members who provide reasonable voluntary services during the preceding financial year, as determined by the Committee.

## **7. APEC COMMITTEE**

### **7.1 Existing Committee**

The members of the administrative or governing body (by whatever name called) of APEC in office immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of directors shall be filled, vacated and otherwise dealt with in accordance with this constitution.

### **7.2 Powers of the Committee**

Subject to the Act, the Regulations, APEC Constitution and any resolution passed by APEC at a General Meeting, the Committee: shall control and manage the affairs of APEC; and may exercise all such functions as may be exercised by APEC, other than those functions that are required by this Constitution to be exercised by a General Meeting of APEC; and has power to perform all such acts and do all such things as appear necessary or desirable for the proper management of the affairs of APEC.

### **7.3 Election of Committee Members**

- (a) Subject to Section 21 of the Act, in the case of the first members of the Committee, the Committee shall consist of: the office-bearers of APEC, comprising the President, Vice-President, Secretary and Treasurer and up to 6 ordinary members and 2 junior rider representatives.
- (b) The Committee members may be elected at a General Meeting held not more than 5 months after the end of each financial year and notice of that meeting shall be given in accordance with Clause 8.3 contained in this constitution.
- (c) Subject to this Constitution, each Committee member shall hold office for the year immediately following their election, commencing on 1 January ending 31 December and is eligible for re-election.
- (d) If no meeting is held under Clause 7.3(b);
  - (i) the current Committee members shall continue in office until the next General Meeting of APEC at which a new Committee shall be elected; and
  - (ii) the Committee members elected shall hold office from the conclusion of that meeting until 31<sup>st</sup> December of that calendar year.
- (e) Where a casual vacancy occurs on a Committee, the Committee may:
  - (i) appoint an APEC member to fill the vacancy;
  - (ii) the appointment shall be notified to the next General Meeting of APEC; and
  - (iii) unless APEC, at that meeting, rejects the appointment, the person appointed shall hold office as a Committee member until 31<sup>st</sup> December of that calendar year.
- (f) Nominations of candidates for election as Committee members:

- (i) shall be made in writing, signed by two (2) APEC members and accompanied by the written consent of the nominee which may be endorsed on the nomination form; and
  - (ii) shall be delivered to the Secretary not later than 10 days before the date fixed for the holding of the General Meeting at which the election is to take place.
- (g) If only one nomination is received for a particular office on the Committee, a ballot shall be held and conducted in such usual and proper manner as the Committee may direct. If the ballot is unsuccessful, the position will be declared vacant and shall be filled as a casual vacancy by the incoming Committee in accordance with Clause 7.3(e) contained in this constitution.
- (h) If no nomination is received for an office on the Committee, candidates may be nominated from the floor at the General Meeting.
- (i) If no nomination is then received,
  - (i) the current Committee member may agree to continue in that office for an extra year, and if this is approved by the members at that meeting, that person shall be deemed to be elected to that office; or
  - (ii) the vacant office shall be filled as a casual vacancy by the incoming Committee in accordance with Clause 7.3(e) contained in this constitution.
- (j) If more than one person is nominated for an office on the Committee, a ballot shall be held and conducted in such usual and proper manner as the Committee may direct.
- (k) A person may only be nominated for one office on the Committee but where a person is unsuccessful in a ballot for an office, that person may be subsequently nominated under Clause 7.3(h) for a position to which no candidates have been nominated, subject to the consent of the nominee.
- (l) A nominee for the Committee must be a financial member of APEC. The nominee may join APEC and pay full membership at the commencement of the Annual General Meeting in order to be nominated for a position on the Committee.
- (m) Immediately prior to the commencement of an election, all existing members of the Committee are to stand down from their respective positions.

#### **7.4 Roles and Responsibilities of Committee Members**

(a) President

The President shall represent APEC and preside at all meetings. In the case of a tied vote, the President shall have the deciding vote. In his/her absence, the Vice-President shall act in his/her stead. In the absence of both the President and Vice President, the committee shall appoint a chairperson or representative.

(b) Vice-President

The Vice-President shall assist the President wherever possible and carry out



his/her duties in the absence of the President.

(c) Secretary

The Secretary of APEC shall:

- keep minutes of the names of members present at Committee meetings and General Meetings and all proceedings at Committee Meetings and General Meetings; and
- maintain the membership register of APEC members..

Minutes of proceedings at a meeting shall be approved at the next succeeding meeting.

(d) Treasurer

The Treasurer of APEC shall ensure that:

- all money due to APEC is collected and received,
- all payments authorised by APEC are made; and
- correct books and accounts are kept showing the financial affairs of APEC, including details of receipts and expenditure connected with the activities of APEC.

(e) Sub Committee Head

The head of a sub-committee will be responsible for coordinating and facilitating the roles within each sub-committee and reporting back to the Committee with respect to progress.

(f) Coordinators

Coordinators will be appointed from time to time to facilitate events and/or activities and may sometimes be responsible for providing any other Committee member with assistance as required.

(g) General Committee

General Committee members will actively participate in Committee meetings, including in the decision making processes and assist in the running of events and activities of APEC throughout the year, including but not limited to, taking on the role of a Coordinator as required.

(h) Casual Vacancy

A casual vacancy occurs in the office of a Committee member if the member:

- (i) dies;
- (ii) ceases to be a member of APEC;
- (iii) becomes an insolvent under administration;
- (iv) resigns office in accordance with Clause 7.5 contained in this constitution;
- (v) is removed from office under Clause 7.6 contained in this constitution;
- (vi) becomes a person of unsound mind or a person whose estate is liable to be dealt with under any law relating to mental health; or

- (vii) is absent without the Committee's consent from all Committee Meetings held during a period of 3 months.

## **7.5 Resignation of Committee Members**

- (a) From time to time, it may be necessary for a Committee Member to resign from the Committee.
- (b) The Committee Member shall provide not less than three (3) calendar months' notice in writing of such resignation, unless a shorter period is agreed by the remainder of the Committee.
- (c) Notice in writing must be provided to the President or the Vice President and not to any other Committee Member or member of APEC.

## **7.6 Removal of Committee Members**

- (a) APEC may remove any Committee member from office before the expiration of the member's term by special resolution passed at a General Meeting and may, by resolution appoint another person to hold office for the balance of the term of the member so removed.
- (b) Where a special resolution for the removal of a Committee member is proposed, that member may make oral or written representations to APEC at the meeting. Before the vote on the resolution is taken, the Chairperson at the meeting shall ensure that any written representation is read out or appropriately summarized and outlined at the meeting.

## **7.7 Committee Meetings and Quorum**

- (a) The Committee shall meet at least 6 times in each period of 12 months at such time and place as the Committee determines.
- (b) The President or any Committee member may convene additional Committee Meetings.
- (c) Oral or written notice of a Committee meeting shall be given to each Committee member by the convener or the Secretary at least 7 days (or such other period as may be unanimously agreed upon by Committee members) before the time appointed for holding the meeting.
- (d) At any Committee Meeting, the quorum shall be as prescribed by Clause 2(o) and in the absence of a quorum, Clause 9.1(d) will apply.
- (e) At a Committee Meeting, the President or, in the President's absence, the Vice-President shall preside.
- (f) if the President and the Vice-President are both absent or unwilling to preside, the remaining members of the Committee at that meeting shall choose a person to preside.

## **7.8 Voting and Decisions**

- (a) Questions arising at any Committee Meeting shall be determined by majority vote of the members present.

- (b) Each member present at a Committee Meeting, including the person presiding, shall have one vote, but in the event of an equality of votes on any question, the person presiding shall exercise a casting vote.
- (c) The Committee may act, notwithstanding any vacancy on the Committee, as long as a quorum is present at any meeting.
- (d) Any act or decision of the Committee is valid even if a defect is later discovered in the appointment or qualifications of any Committee member.

## **7.9 Sub-Committees**

- (a) The Committee may from time to time establish one or more sub-committees to organise particular events or activities.
- (b) The provisions relating to the election and term of office of sub-committee members shall be determined by the Committee.
- (c) A sub-committee established by the Committee shall have such powers, authorities, duties and functions as may be determined by the Committee from time to time and may meet and adjourn as it thinks fit and proper.

## **8. GENERAL MEETINGS**

### **8.1 Annual General Meetings**

- (a) With the exception of the first Annual General Meeting, APEC shall convene an Annual General Meeting of its members at least once each year.
- (b) APEC shall hold its first Annual General Meeting within 18 months after its incorporation under the Act.
- (c) The Annual General Meeting shall be convened on such date and at such place as the Committee thinks fit, subject to the Act.
- (d) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (i) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive reports from the Committee or immediate past Committee upon the activities of APEC during the preceding year;
  - (iii) where required, to elect Committee members;
  - (iv) to receive and consider the audited accounts of APEC in respect of the previous financial year or where the Committee determines that the accounts shall not be audited on the basis that APEC is not a prescribed entity, a statement pursuant to Section 26(6) of the Act. Where the Committee has elected not to have an audit undertaken, this decision shall be considered at the Annual General Meeting and either endorsed or a decision made to proceed with an audit.

## **8.2 Special General Meetings**

- (a) The Committee may convene a Special General Meeting of APEC whenever it thinks fit.
- (b) On the requisition in writing of not less than 10 members, the Committee shall convene a Special General Meeting. The requisition:
  - (i) shall state the purpose or purposes of the meeting, and shall be signed by the members making the requisition; and
  - (ii) shall be lodged with the Secretary, shall consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (c) If the Committee fails to convene a Special General Meeting within 2 months of the date on which the requisition was lodged with the Secretary, any one or more of the members requisitioning the meeting may convene it within 4 months of that date.
- (d) A Special General Meeting convened by one or more members under Clause 8.2(a) may be convened in the same manner as General Meetings are convened by the Committee.

## **8.3 Notice of Meetings and Resolutions**

- (a) Notice of any General Meeting, any special resolution or any other matter may be given by
  - (i) posting a notice to each member at his or her postal or email address shown in the register;
  - (ii) by publishing a notice on the APEC website provided a copy is sent to each member at his or her postal or email address as shown in the register; or
  - (iii) by posting a notice on any official APEC social media account provided a copy is sent to each member at his or her postal or email address as shown in the register.
- (b) A notice of an Annual General Meeting or a Special General Meeting shall:
  - (i) be posted or published at least 21 days before the date of the meeting, specifying the date, time and place of the meeting;
  - (ii) specify any resolution which is intended to be proposed as a special resolution; and
  - (iii) give any other appropriate details of the meeting.
- (c) Where APEC holds General Meetings on a regular basis, a notice to this effect may be published on APEC website and on any official APEC social media account, and no other notice shall be necessary.

## **9. MEETING PROCEDURES**

### **9.1 Application, Voting Rights and Attendance**

- (a) This Clause applies to all APEC meetings.

- (b) Only full financial members can vote at any APEC meeting.
- (c) No item of business is to be transacted at a meeting unless a quorum of members is present during the time that the meeting is considering that item.
- (d) If a quorum is not present within half an hour of the appointed commencement time, the meeting shall be dissolved and shall stand adjourned until the same place, day and time of the following week, unless notice is given to members of another place.
- (e) If a quorum is not present within half an hour of the commencement time at any adjourned meeting, the meeting shall be dissolved.
- (f) Business transacted at any APEC meeting shall be as determined by the Chairperson, and shall include any matter of which notice has been given under Clause 8.3 and, for an Annual General Meeting, the matters required by Clause 8.1.

## **9.2 Presiding Member**

- (a) The President or, in the President's absence, the Vice-President, shall preside as Chairperson at each APEC meeting.
- (b) If the President and Vice-President are absent or are unwilling to preside, the members present must elect one person to preside at the meeting.
- (c) The chairperson of a meeting at which a quorum is present may, with the consent of the majority of members present, adjourn the meeting to another time and place.
- (d) Except for an Annual General Meeting, notice of an adjourned meeting is not required to be given.

## **9.3 Decision Making**

- (a) A question arising at an APEC meeting shall be determined on a show of hands unless a poll is demanded in accordance with Clause 9.3(c) at or before the declaration of a show of hands.
- (b) Except where a poll is demanded, a declaration by the Chairperson that a resolution has been carried (whether or not by a particular majority) or lost, an entry to that effect in the minutes of the meeting, is evidence of that fact without proof of the number of votes recorded for or against the motion.
- (c) At an APEC meeting, a poll may be demanded by the Chairperson or by at least three members present in person or by proxy at the meeting.

## **9.4 Voting**

- (a) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.
- (b) A special resolution must be passed by a majority which comprises not less than three-quarters of APEC members who are in attendance in person or by proxy and eligible to vote at a General Meeting of which not less than 21 days written notice specifying the intended special resolution was given in accordance with this Constitution;

- (c) Where it is made to appear to the Administering Body that it is not possible or practicable for the resolution to be passed in accordance with Clause 9.4(a) or 9.4(b), the resolution is passed in a manner specified by the Administering Body.
- (d) A member has only one vote, which must be given in person or by proxy, on any question arising at an APEC meeting. No member may hold more than 5 proxies.
- (e) In the case of an equality of votes on any question, the Chairperson of the meeting will exercise a casting vote.
- (f) A member or proxy is not entitled to vote at any APEC meeting unless all money due and payable by the member (or proxy) to APEC has been paid.
- (g) A members rights to vote are defined by their type of membership as set out in Clause 5 and its subsections.

## **9.5 Appointment of Proxies**

Each member is entitled to appoint another member as proxy by notice given to the Secretary (in the form set out in Appendix 1) no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

## **10. FINANCIAL REPORTING AND MANAGEMENT**

### **10.1 Financial Year**

The first financial year of APEC shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending of 30 June of each year.

### **10.2 Accounts to be Kept**

APEC shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of APEC in accordance with the Act.

### **10.3 Establishment of Operating Bank Account**

APEC shall operate a bank account which shall be established as soon as possible following incorporation.

### **10.4 Accounts and reports to be laid before Members**

The accounts, together with the auditor's report on the accounts where applicable, the Committee's statement and the Committee's report, shall be laid before members at the Annual General Meeting.

### **10.5 Source of Funds**

- (a) APEC funds shall be derived from entrance fees, annual subscriptions, donations, fundraising, sponsorship and such other sources as APEC or the Committee may determine.
- (b) All money received by APEC is to be deposited as soon as practicable into APEC's bank account.

## **10.6 Financial Management**

- (a) Subject to any resolution passed by APEC in a General Meeting, APEC funds shall be used in pursuance of the objects of APEC in such a manner as APEC may determine provided such use is in accordance with the Act.
- (b) Four (4) Committee members shall be nominated and established as bank account signatories, including both the President and the Treasurer
- (c) All cheques and other negotiable instruments shall be co-signed by 2 members of the APEC Committee, of which at least one must be either the President or the Treasurer.
- (d) No member of the Committee may incur any expenditure on behalf of APEC or commit APEC to any expenditure, for an amount in excess of \$250 unless authorized to do so, or except where prescribed guidelines have been the subject of prior approval by the Committee. Amounts greater than \$250 must be tabled at Committee Meetings for approval prior to the expense being incurred.
- (e) In the event that a cheque is drawn or an electronic funds transfer is to occur to a Committee Member who is a signatory to the bank account, that Committee Member shall not sign the cheque or authorise the electronic funds transfer, unless written authorisation is provided by the Committee in writing of such payments.
- (f) Subject to the requirements of the Act with respect to prescribed entities and any requirements of any funding arrangements, the Committee may elect not to have the accounts audited, provided always that this decision is required to be reviewed and considered at the Annual General Meeting.

## **10.7 Annual Returns**

- (a) If APEC is determined to be a prescribed association in accordance with the Act at any point, APEC shall prepare an annual return in accordance with the Act, which shall be lodged with the Administering Body within six (6) months after the end of each financial year.
- (b) The annual return shall be accompanied by a copy of the accounts, the auditor's report, the Committee's statement and the Committee's report.

## **10.8 Appointment of Auditor**

- (a) At each Annual General Meeting, the members shall appoint a person to be the auditor of APEC.
- (b) The auditor must have the appropriate qualifications as determined by Clauses 35(2)(b) and 35(4) of the Act.
- (c) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (d) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year, where the Committee determines that an audit is required.

## **10.9 Prohibition against securing profits for Members**

The income and capital of APEC shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of APEC.

## **11. DISPUTE RESOLUTION**

- (a) Disputes between APEC members (in their capacity as members), and disputes between members and APEC, are to be referred to preliminary mediation as determined by the Committee;
- (b) Where preliminary mediation results in an unsatisfactory outcome, disputes between APEC members (in their capacity as members), and disputes between members and APEC, are to be referred to a community justice centre for mediation in accordance with the HEALTH AND COMMUNITY SERVICES COMPLAINTS ACT 2004
- (c) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **12. ALTERATION OF APEC CONSTITUTION**

- (a) APEC Constitution, including but not limited to its objects, may be altered, rescinded or added to only by a special resolution of APEC at a General Meeting.
- (b) The alteration shall be registered with the Administering Body as required by the Act.
- (c) The registered Constitution shall bind APEC and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

## **13. WINDING UP AND APPLICATION OF SURPLUS ASSETS**

### **13.1 Winding Up**

APEC may be wound up in the manner provided for by the Act.

### **13.2 Application of Surplus Assets**

- (a) If, after the winding up of APEC, there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to one or more charitable institutions, which have:
  - (i) A focus on animal health, welfare and well-being; or
  - (ii) A focus on assisting disadvantaged or disabled people through engagement with animals.
- (b) The determination of those charitable institutions to which the distribution of surplus assets shall occur will be determined by a vote, in the normal voting manner as determined by Clause 9.1, at the final meeting of APEC.



## **14. MISCELLANEOUS**

### **14.1 Insurance**

APEC shall effect and maintain insurance pursuant to the Act and may effect and maintain any other insurance.

### **14.2 Affiliations**

APEC shall, where appropriate and beneficial to APEC, be affiliated with any other association, organization or representative body (strictly on a *without prejudice* basis) as determined by members at a General Meeting from time to time.

### **14.3 Common Seal**

- (a) APEC may determine that they wish to purchase a Common Seal.
- (b) If so, the common seal of APEC shall be kept in the custody of the Public Officer or the Secretary.
- (c) The common seal shall not be used on any instrument except by the authority of the Committee (or APEC in a General Meeting) and the signatures of 2 Committee members shall attest its use, one of who must be either the President or the Vice-President.
- (d) In the event that a Common Seal is not purchased, the authority of APEC on any document shall be evidenced by the signatures of 2 Committee members, one of who must be either the President or the Vice-President.

### **14.4 Books and Records**

- (a) The Secretary shall keep in his or her custody or under his or her control, all records, books and other documents relating to APEC, except where otherwise provided by this Constitution or as determined by the Committee.
- (b) The records, books and other documents of APEC shall be open to inspection, free of charge, by any member of APEC at any reasonable hour.

### **14.5 Service of Notices**

- (a) A notice may be served on or behalf of APEC upon any member either personally, or by sending it to the member's postal or email address as shown in the register.
- (b) Where a notice is sent to a person by properly addressing, pre-paying and posting/emailing it to the person, it shall, unless the contrary is proved, be deemed to have been served on the person at the time at which it would have been delivered in the ordinary course of time.

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**APPENDIX 1 - APPOINTMENT OF PROXY**

I,.....  
(full name)

of .....  
(address)

being a member of **Adelaide Plains Equestrian Club Inc**

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a member of **Adelaide Plains Equestrian Club Inc**, as my proxy to vote for me on my behalf at the Annual General Meeting or Special General Meeting (as the case may be) to be held on the

.....day of.....  
(month and year)

and at any adjournment of that meeting (where applicable).

My proxy is authorized to vote in favour of/against (delete as appropriate) the resolution

.....  
.....  
.....

(insert details)

.....  
Signature of member appointing proxy

Date.....

**NOTE: A proxy vote may not be obtained from or given to a person who is not a current financial member of APEC.**