

RULES OF ASSOCIATION

ADELAIDE HILLS TEAM PENNING ASSOCIATION INCORPORATED

(1) OVERVIEW

These rules of association (hereinafter "Rules") apply to the incorporated association which operates under the name of ADELAIDE HILLS TEAM PENNING ASSOCIATION INC. These Rules shall be binding on the members of the Association and shall be enforceable in the courts of South Australia.

(2) DEFINITIONS

In these Rules, the following definitions shall apply:

"Association" means ADELAIDE HILLS TEAM PENNING ASSOCIATION (ABN 282272357088)

"Committee" means the committee of the Association, such committee being created under these Rules.

"Member" means a member of the Association, having attained membership in accordance with these Rules.

"Rules" means these rules of Association.

(3) PURPOSE

(a) The Association is established for the following purpose ("the Purpose"):

The association is established for the purpose of conducting team penning training and competitions.

(team penning is an equine sport that involves stock handling of cattle by a team of riders)

(b) The Association may do all things that help it to achieve or further the Purpose, in accordance with these Rules.

(c) The Association may only do things for the Purpose.

(d) The Association may only use any assets and income of the Association for the Purpose.

(e) pay a Member an amount less than or equal to a fair market rate, for goods or services that the Member provides to the Association in accordance with the Purpose.

(4) POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act to further the objectives of the association.

(5) MEMBERSHIP

(a) Any person ("the Applicant") may apply to become a Member by completing a membership application form and submitting it to the Association.

(b) In order to be eligible to become a Member, an Applicant must, (among other things):

(I) satisfy the Committee that the Member supports the Purpose; and

(II) agree to be bound by these Rules.

(c) Types of membership:

(I) Adult full member- eligible to :

participate in all events through out the financial year (excluding junior).

Full voting rights at general meetings

Can be elected to the committee.

Receive End of year awards

(II) Junior full member -eligible to :

participate in all junior events ,

receive end of year awards

(III) Adult and Junior event member - eligible to participate only a single day of an event .

(events can be conducted over more than one day)

(6) SUSPENSION OR TERMINATION OF MEMBERSHIP

- (a) A person's membership may be suspended if that person fails to pay Fees when they fall due.
- (b) A person's membership may be cancelled if that person fails to pay Fees within six months of that person's membership being suspended.
- (c) A person stops being a member altogether if that person:
 - (I) provides to the Committee written notice of resignation; or
 - (II) has their membership cancelled in accordance with these Rules; or
 - (III) dies.
- (d) If a person has had their membership suspended, that person cannot exercise any member's rights (such as voting at meetings), unless and until the period of suspension ends.
- (e) If a person has stopped being a member, then that person must reapply for membership in the ordinary manner, and must have that application accepted by the Committee, before being able to exercise any member's rights.
- (f) In the event that a person resigns as a Member, that person is not entitled to any reimbursement of any Fees (or any part of any Fees) that have been paid.

(7) REGISTER OF MEMBERS

- (a) The Association will maintain a register of Members ("the Register").
- (b) A person will become a Member when that person's name is entered in the Register.
- (c) The following details for each Member ("Details") will be recorded in the Register:
 - (I) full name;
 - (II) postal address;
 - (III) date of birth;
 - (IV) place of birth;
 - (V) date of commencement of membership;
 - (VI) phone number;

(VII) email address;

(d) If a person stops being a Member, the Association will enter in the Register the date that the person stopped being a Member, as soon as possible after the person stops being a Member.

(e) If a Member requests that access to some or all of the Member's Details be restricted, the Committee may, in the Committee's discretion, determine whether or not to restrict access to such Details.

(8) ACCESS TO DOCUMENTS

(a) Members may request access to or copies of the following documents ("the Documents"):

(I) the Rules;

(II) the Register; or

(III) minutes of general meetings of the Association.

(b) For the sake of clarity, the Association is not required to provide Members with access to or copies of Committee meeting minutes, unless the Committee explicitly allows it.

(c) The Association must provide the Member with access to or copies of the Documents, unless:

(I) the request that the Member has made for the access to or copies of the Documents is unreasonable; or

(II) the Documents contain information which is confidential, or which relates to another person's personal, legal, medical, health, employment, or financial matters; or

(III) providing access to or copies of the Documents may cause a breach of a law; or

(IV) providing access to or copies of the Documents could cause harm or damage to the Association.

(d) In the event that the Association refuses for a reason described under the preceding sub-clause hereof to provide a Member with access to or copies of any Documents, but the Association may be able to provide limited access or limited copies without causing one of the issues in the preceding sub-clause hereof, then the Association will provide such limited access or limited copies to the Member.

(e) Any documents or copies that the Association is providing to a Member under this clause will be provided within a reasonable time

(9) THE COMMITTEE

(a) The Association will have a committee ("the Committee") which is made up of committee members ("Committee Members").

(b) The Committee has the following role:

(I) governing the Association;

(II) managing the day-to-day operation of the Association;

(III) ensuring that the Association is managed responsibly;

(IV) ensuring that the Association operates in pursuit of its purpose.

(c) The Committee will have all of the specific powers and functions that the Association has except for those powers or functions which are reserved to be exercised by the Members.

(d) The Committee may delegate its powers or functions to sub-committees, staff members, Members of the Association, or to Committee Members, as permitted by law.

(e) Committee Members will be elected at a general meeting of the Association, by a ballot of the Members.

(f) The Committee must have a minimum number of 3 Committee Members at any time.

(g) At the first Committee meeting after each annual general meeting, the Committee must appoint a Committee Member as chair of the Committee ("the Chair").

(h) The Committee has the power to appoint and remove Committee Members from various positions, and may determine the roles and responsibilities of any Committee Member.

(i) A Committee Member is appointed for a term of up to one year, and stops being a Committee Member at the end of the annual general meeting after that Committee Member was appointed.

(j) After a Committee Member's term ends, that person may be appointed as a Committee Member for a subsequent term.

(k) If a Member wishes to join the Committee, that Member must:

(I) have another Member support their application; and

(II) put forward a nomination by writing to the Committee, or put forward a nomination at a general meeting where an election for the Committee is being held.

(l) In order to be eligible to be a Committee Member, a person must:

(I) be a Member, both at the time of that person's nomination, at the time of their appointment as a Committee Member, and for the duration of that person's term as a Committee Member; and

(II) be nominated in accordance with this clause; and

(III) provide to the Association a signed consent to act as a Committee Member.

(m) A person stops being a Committee Member if that person:

(I) provides to the Committee written notice of resignation; or

(II) is removed by a resolution of the Members; or

(III) stops being a Member; or

(IV) is absent from all Committee Meetings, without the consent of the Committee, for six months or more; or

(V) dies.

(n) In the event that the number of eligible applicants nominated to be Committee Members is equal to the number of Committee Members required, the Chair may appoint those nominated Committee Members as Committee Members, without holding a ballot.

(o) In the event that a Committee Member stops being a Committee Member before the end of the annual general meeting after that Committee Member was appointed, the Committee may appoint a Member to be a Committee Member until the next annual general meeting.

(10) COMMITTEE DUTIES

In addition to any other duties and responsibilities provided by law or elsewhere in these Rules, the Committee has the following duties:

- (I) ensuring that accurate minutes are kept in relation to general meetings and committee meetings; and
- (II) ensuring that other records are kept in accordance with these Rules; and

- (III) ensuring that the Association's documents are made available to Members as required by these Rules
- (IV) The committee has the management and control of the funds and other property of the association.
- (V) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (VI) The committee shall appoint a public officer as required by the Act
- (VII) Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with CBS).

(11) COMMITTEE MEMBER DUTIES

(a) Committee Members must:

- comply with their duties under Australian law; and
- ensure that the Association complies with its duties under Australian law.

(12) APPOINTMENT OF COMMITTEE

a) The committee shall be comprised of a chairperson, secretary, treasurer and five committee members.

b) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire. Business Service

(13) COMMITTEE MEETINGS

(a) A Committee Member may call a meeting of the Committee ("Committee Meeting") in the following circumstances:

(I) by providing reasonable notice to the other Committee Members if the Committee Meeting is urgent; or

(II) by providing seven days' notice to the other Committee Members in all other circumstances.

- (b) The Committee may determine how often it will hold Committee Meetings.
- (c) The Committee may determine the manner in which Committee Meetings may be held, including whether Committee Members must attend in person, or whether they may attend via technological systems such as telephone or video link.
- (d) The Chair will chair any Committee Meetings.
- (e) In the event that the Chair is not present at a particular Committee Meeting, the Committee may appoint a different Committee Member to act as chair for that particular Committee Meeting.
- (f) In order for a resolution to be passed, more than half of the Committee Members present at the particular Committee Meeting must vote in favour of the resolution.
- (g) The Committee may, in the Committee's discretion, permit circular resolutions.
- (h) The Committee may, in the Committee's discretion, determine the method by which Committee Members may vote on a circular resolution, which may include but is not limited to the following methods:
- (I) Australia Post; or
 - (II) email; or
 - (III) other electronic means.
- (i) In order to pass a circular resolution, the resolution must be proposed in writing and every Committee Member must agree in writing to the resolution (by a means as determined by the Committee, in accordance with the preceding sub-clause hereof). The circular resolution is passed at the time that the last Committee Member has agreed to it in writing.

A quorum for Committee Meetings is more than 50% of the Committee Members. If any more than 50% of the Committee Members are present at a Committee Meeting, the Committee Meeting is validly held.

(14) DISQUALIFICATION of COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules

- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a corporate member

(15)SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

(16) GENERAL MEETINGS OF MEMBERS

- (a) The Committee may call a general meeting of the Members ("General Meeting").
- (b) If a group of Members which makes up at least 10% of the total Members entitled to vote at General Meetings asks the Committee to call a General Meeting, then the Committee must call a General Meeting.
- (c) Any Members requesting a General Meeting under the preceding sub-clause hereof must, at the time of the request for the General Meeting, provide details of any resolution that is to be proposed at the General Meeting.
- (d) In the event that a group of Members requests a General Meeting under the preceding sub-clauses hereof, but the Committee does not call a General Meeting within two months of having received that request:
 - (I) 50% or more of the group of Members who initially requested the General Meeting (being the group of at least 10% of the total Members entitled to vote at General Meetings) may call a General Meeting; and
 - (II) the General Meeting must be held within three months of the initial request for a General Meeting; and
 - (III) the General Meeting should, as much as possible, be held in accordance with the procedures set out in these Rules; and

(IV) the Members shall be entitled to claim, from the Association, any reasonable expenses that the Members respectively incur as a result of calling and/or organising the General Meeting.

(e) Members (and any auditor that has been appointed to the Association) must be given at least 21 days' notice of any General Meeting.

(f) The notice of any General Meeting must be provided in writing, and sent to the Member using the contact details that are recorded in the Register.

(g) The notice of any General Meeting must include the details of the General Meeting, any resolutions to be proposed at the General Meeting, any issues that are proposed to be discussed at the General Meeting, and whether any technological systems may be used to enable Members to attend the General Meeting from a different location.

(h) The Association must hold an annual general meeting within 18 months of the Association first coming into existence.

(i) After the Association holds its first annual general meeting, it must hold subsequent annual general meetings at least once per calendar year.

(j) At each annual general meeting, the Association must provide reports to its Members about the activities of the Association and the financial position of the Association.

(k) The ordinary business which the Association must undertake at the annual general meeting includes confirming the minutes of the previous annual general meeting, receiving reports and statements on the previous financial year, and electing Committee Members ("Ordinary Business").

(l) If the Association proposes to undertake any other matters at an annual general meeting, besides the Ordinary Business, the notice of the annual general meeting must include details of those other matters, as well as any special business or resolutions to be considered at that annual general meeting.

(m) Members can propose resolutions to be voted on at a General Meeting in the following manner:

(I) a group of at least 10% of Members who are entitled to vote at a General Meeting may write to the Committee to propose the resolution;

(II) provided that the Committee is able to meet the requirements regarding notifying Members of proposed resolutions prior to the General Meeting, then the Committee will notify Members of the proposed resolution;

(III) the proposed resolution will be proposed at the next General Meeting, held no later than two months after the date the Members first propose the resolution.

(n) Members may propose resolutions in any other way permitted by law or by these Rules.

(o) The Chair will chair General Meetings.

(p) In the event that the Chair does not attend, the Members at the General Meeting can choose another Committee Member to be the chair for that General Meeting.

(q) The Chair is responsible for the conduct of the General Meeting

(r) The Chair must give members a reasonable opportunity to make comments and ask questions, including to any auditor that may have been appointed to the Association.

(s) Each Member in attendance at a General Meeting (whether in person, or by some other means) has one vote.

(t) Votes at a General Meeting may be taken in the following manner:

(I) by a show of hands; or

(II) by a written ballot; or

(III) by any other method that the chair determines to be reasonable in the circumstances.

(u) If a vote is held initially by a show of hands, any Member can request that the vote be held again by written ballot.

(v) A vote only passes if a majority of the Members voting on it, vote in favour of it. The chair does not have a deciding vote.

(w) In the event that a vote is held by a show of hands, the chair will be responsible for counting the show of hands, and the chair's decision as to the result of that show of hands is conclusive evidence of the result of the vote.

(X) A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

(Y) Poll at general meetings : **Services**

a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

(17) QUORUM FOR GENERAL MEETINGS

A quorum for General Meetings is 10% of the Members entitled to vote at a General Meeting. If 10% or more of the Members entitled to vote at a General Meeting are present at a particular General Meeting, the General Meeting is validly held.

(18) ADJOURNING GENERAL MEETINGS

(a) If a quorum is not present within 30 minutes after the General Meeting was scheduled to start, the chair of that General Meeting may adjourn the General Meeting.

(b) If the chair of a General Meeting determines that there is not enough time at the General Meeting to consider all of the business that needs to be considered at that General Meeting, then the chair may adjourn the General Meeting.

(c) The chair of a General Meeting must adjourn the General Meeting if the majority of Members who are entitled to vote at the General Meeting (and who are in attendance at the General Meeting) tell the chair to do so.

(d) In the event that a General Meeting is adjourned, no new business may be dealt with at the resumed meeting ("the New Meeting"). Only unfinished business from the adjourned meeting ("the Adjourned Meeting") may be addressed.

(e) In the event that a General Meeting is adjourned, a notice of the New Meeting must be provided to all Members using the contact details that are recorded in the Register.

(f) In the event that the New Meeting is scheduled for a date that is less than 21 days from the date of the Adjourned Meeting, then a notice of the New Meeting does not need to comply with the 21 day notice requirements, (but still needs to be provided to Members).

(19) MINUTES

a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

(20) SPECIAL RESOLUTION

(a) A special resolution of the Association ("Special Resolution") is passed if:

(I) at least 21 days' notice of the Meeting at which the Special Resolution will be proposed has been given to the Members; and

(II) at least 75% of the Members who are entitled to vote at the Meeting (and are in attendance at the Meeting), vote in favour of the Special Resolution.

(21) ORDINARY RESOLUTION

An ordinary resolution of the Association ("Resolution") is passed if at least 50% of the Members present at a General Meeting (whether in person, or by some other means), vote in favour of the Resolution.

a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

(22) USE OF FUNDS

- (a) The Association may receive funding from any of the following sources:
 - (I) application fees or joining fees;
 - (II) annual membership fees;
 - (III) grants;
 - (IV) fundraising;
 - (V) interest;
 - (VI) any other lawful source which is approved by the Committee and which is consistent with furthering the Association's Purpose.
- (b) The Committee must set up policies and procedures in relation to the management and holding of funds or assets on behalf of the Association.
- (c) The funds may be used in the manner as directed by the Committee from time to time.
- (d) The Committee must determine who is responsible for overseeing the use of funds or assets that are held on behalf of the Association.
- (e) In the event that the Association deals with one or more assets that are held in a trust, then the Association must satisfy any obligations that apply to those trust assets.

(23) RECORD KEEPING

- (a) The Association must maintain written records ("the Records") that:
 - (I) correctly record its operations; and
 - (II) correctly record and explain its financial situation; and
 - (III) enable true and fair financial statements to be prepared and audited.
- (b) The Association must produce the Records if and when required by law;
- (c) The Association must retain the Records for at least seven years or such time as required by law.

(24) AMENDMENTS TO RULES

(a) Subject to the other provisions of these Rules, and subject to any applicable laws, these Rules may be amended by the Members passing a Special Resolution at a General Meeting in support of the proposed amendment.

(25) FINANCIAL YEAR

The Association's financial year will run from 1 July until 30 June,.

(26) DISPUTE RESOLUTION

(a) In the event that there is a dispute between one or more Members and/or Committee Members ("the Parties"):

(I) the Parties must first attempt, in good faith, to resolve the dispute between themselves; and

(II) if, 14 days after the dispute first arose between the Parties, the Parties have been unable to resolve the dispute, then the Parties must notify the Committee about the dispute; and

(III) the Committee will determine how the dispute may be resolved.

(b) The Committee may, from time to time, implement an additional or different policy or policies regarding dispute resolution.

(c) Any dispute resolution policy must require the parties to the dispute to first seek to resolve the matter directly between themselves.

(d) Any dispute resolution policy must allow each party to the dispute a reasonable opportunity to present their respective arguments.

(e) In the event that a dispute cannot be resolved the Committee may appoint a person who is independent to the dispute ("Independent Person"), to resolve the dispute. This Independent Person may be a Member (provided that Member is independent to the dispute), but need not be.

(27) WINDING UP

(a) The Association may be wound up upon the passing at a General Meeting of a Special Resolution to wind up the Association.

(b) Upon the winding up of the Association, the assets of the Association may be used to pay any debts and other liabilities of the Association.

(c) If any assets of the Association are affected by a trust, then the Association must satisfy any debts, liabilities or obligations that apply to those trust assets.

(d) the distribution of surplus assets at the completion of winding up is prohibited to its members and shall be distributed to any organisation which has similar objectives and has rules that prohibit distribution to its members. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

(28) ASSOCIATION IS NON-PROFIT

Subject to the Act and Regulations, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members. Section 55 of the Act covers securing profits for members .

