

THE PONY CLUB ASSOCIATION OF NEW SOUTH WALES INCORPORATED

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING OF THE PONY CLUB ASSOCIATION OF NEW SOUTH WALES INCORPORATED** will be held at the Campbelltown Catholic Club, 20-22 Camden Road, Campbelltown (Phillip Room) on Tuesday 24th March 2020.

Confirmation of “Members” eligible to represent Clubs and proxy votes will commence at 8:00 am, the Annual General Meeting will commence at 9:00 am.

Any proxy vote must be in writing signed by the Member of the Association and by the President or Secretary of the Club appointing such member and be received by the Secretary at least 96 hours prior to the scheduled commencement of the meeting (i.e. by 9:00 am on Friday 20 March 2020).

A G E N D A

- 1. OPENING**
- 2. CONFIRMATION** of “Members” eligible to vote.
- 3. APOLOGIES**
- 4. MINUTES** of the Annual General Meeting held on Tuesday 26 March 2019 and Special General Meeting 30 July 2019.
- 5. CONFIRMATION** of the above Minutes.
- 6. BUSINESS ARISING** out of the above Minutes (other than referred to elsewhere in the Agenda).
- 7. REPORTS**
 - i) Annual Report - presentation and adoption of Executive Report.
 - ii) Financial Report and adoption.
- 8. ELECTION OF AN AUDITOR**
- 9. AUTHORISATION OF SIGNATORIES FOR ANNUAL STATEMENT**
- 10. CONFIRMATION OF PUBLIC OFFICER**
- 11. MEMBERSHIP FEES** - Fixation for 2021
- 12. NOTICES OF MOTION** – change to State Constitution clause 4

Current clause 4 reads.

4. MEMBERSHIP

4.1 Membership Unlimited

4.1.1 The number of members of the Association is unlimited.

4.2 Admission of Members

4.2.1 Membership of the Association shall comprise the duly appointed representatives of Pony Clubs which are affiliated with the Association. The Council may from time to time determine a minimum required number of members of a Club so that any Club with a lesser number of members may not be approved for the purposes of this Rule. Each such Club shall from time to time nominate one of its financial members as its representative to become a Member of the Association.

4.2.2 All nominations for membership of the Association shall be in writing and lodged with the Secretary at least One (1) Month prior to any General Meeting of the Association at which voting of such Member of the Association or his proxy or substitute is to be permitted. In the event of any Club desiring to terminate the membership of its nominee and nominate some other person in his place notice in writing signed by the club Secretary and President *of such termination and fresh nomination shall similarly be* lodged with the Secretary at least One (1) Month prior to a General Meeting.

4.2.3 Any Pony Club desiring to become affiliated with the Association and to nominate a Member of the Association must also with such nomination furnish the duly completed forms of application for membership and affiliations provided by the Association and furnish all of the particulars therein required. At the same time, such Club must also lodge with the Secretary of the Zone in which the Club is situated written notification of such application for affiliation and nomination of a Member of the Association.

4.2.4 Upon receipt of such notification the Zone Secretary shall notify all Clubs within the subject Zone seeking approval or objection to the application and shall immediately notify the Association Secretary of replies received from Clubs.

4.2.5 The Council shall consider all nominations for membership of the Association and subject to the approval of the Zone within which the Club is situated may, by simple majority decision, agree to admit to membership of the Association the person nominated by such Club and grant affiliation to the Club.

4.2.6 Upon the Council agreeing to admission to membership of the Association of a person nominated by a Club, the Club shall produce proof of its incorporation under the Act or its formation and adoption

of these Rules whereupon the Secretary shall enter the name of the person so admitted in the Register and thereupon subject to payment of the Annual Subscription by the Club nominating such person he shall become a Member of the Association.

- 4.2.7 Upon receipt of a Notice of Termination from a Club, the Secretary shall delete the name of the person shown in the Register as the Member of the Association nominated by that Club from the Register and thereupon such person shall cease to be a Member of the Association.
- 4.2.8 Notwithstanding the above, the Council shall have full power and discretion to refuse admission of any person as a Member of the Association and may also, pursuant to a resolution passed by not less than three quarters (3/4) of the Members of the Council present at a meeting thereof, terminate or suspend for any period the membership of any person whose continued membership of the Association is, in its opinion, undesirable in the interests of the Association PROVIDED THAT such Member of the Association shall have been given Fourteen (14) days' notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuation of his membership.
- 4.2.9 Honorary Life Membership may be granted to natural persons for outstanding service to the Association over a period in excess of Ten (10) years. Nominations must be submitted to the Executive in writing signed by not less than Five (5) Councillors. A secret ballot shall be conducted. On receipt of a two thirds majority affirmative vote of the Executive, the Life Membership shall be conferred. The declaration of the ballot will be made at the next Annual General Meeting of the Association.
- a) Nomination for Life Membership shall be made to the Secretary and be signed by at least Five (5) Councillors.
 - b) On receipt of such nomination, the Executive of the Association will consider it and if approved by a two-thirds majority of the Executive will recommend such appointment to the next Annual General Meeting of the Association as special business.

Proposed Sections to Replace NSW Current Constitution Item 4

4. MEMBERSHIP

4.1 MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 Members.

4.2 CATEGORIES OF MEMBERS

Members of the Association shall fall into one of the following categories:

- (a) Life Members;
- (b) Zones;
- (c) Clubs;

(d) Individual Members; An Individual Member is entitled to any benefits of Membership prescribed to apply to Individual Members in the By-Laws.

Junior Members are under 17 years of age in the relevant Membership year.

Associate members are between 17 and 25 years of age in the relevant membership year.

Senior members are over 25 years of age in the relevant membership year.

(e) such new or other categories of members as may be established by the Executive. Any new category of member established by the Executive must not be granted voting rights without the approval of the Association in general meeting.

4.3 ADMISSION TO MEMBERSHIP

Subject to clause 4.2, a person will become a Member, and the Executive Committee will direct the Executive Officer to record their name in the register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the By-Laws and provided the person has signed an application in which they undertake to:

(a) be bound by this Constitution and the By-laws of the Association (including By-laws specific to the relevant category of membership) and the PCA constitution;

(b) pay the fees and subscriptions determined by Council to apply to the relevant membership category; and

(c) support the Association in the encouragement and promotion of the purposes.

4.4 LIFE MEMBERS

(a) Life Membership is the highest honour which can be bestowed by the Association for longstanding and valued service to Pony Club in the State.

(b) On the nomination of the Executive, any individual may be elected as a Life Member at any AGM by special resolution, subject to clauses 4.3, and 4.4(d).

(c) Honorary Life Membership may be granted to natural persons for outstanding service to the Association over a period in excess of Ten (10) years. Nomination for Life Membership shall be made to the Secretary/Executive Officer and be signed by at least Five (5) Councillors. b) On receipt of such nomination, the Executive of the Association will consider it and if approved by a two-thirds majority of the Executive will recommend such appointment to the next Annual General Meeting of the Association as special business.

(d) The by-laws will set out:

(i) current Life Members;

(iii) the privileges and benefits of Life Membership.

(f) Subject to clause 4.3, at the time of adoption of this Constitution, the Life Members of the Association shall be those persons currently recognised by the Association as Life Members.

4.5 CLUBS

(a) Subject to clause 4.3 and 4.5(b), at the time of adoption of this Constitution, the Clubs of the Association shall be those incorporated entities recognised by the Association as Clubs.

(b) Where an applicant for Club Membership is not incorporated but otherwise meets the criteria for that membership, the Council may recognise that entity as a Club. Where the Council do recognise an entity as a Club under this clause, that entity must incorporate within 12 months of recognition otherwise its Membership lapses.

(c) Clubs will:

- (i) be incorporated and have purposes that align with the Association's purposes and do all that is reasonably necessary to enable the Association's purposes to be achieved;
- (ii) effectively promulgate and enforce this Constitution;
- (iii) at all times act for and on behalf of the interests of the Association, the Members and Pony Club;
- (iv) be responsible and accountable to the Association for fulfilling its respective obligations under the Association's strategic plan as revised from time to time;
- (v) provide the Association with copies of its audited accounts, annual report and associated documents if requested;
- (vi) provide the Association with copies of its business plans and budgets from time to time and within 14 days of request by the Executive Committee;
- (vii) be bound by this Constitution;
- (viii) act in good faith and loyalty to maintain and enhance the Association and Pony Club, its standards, quality and reputation for the collective and mutual benefit of the Members and Pony Club;
- (ix) at all times operate with, and promote, mutual trust and confidence between the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Purposes;
- (x) maintain a database of all Individual Members registered with it in accordance with this Constitution and provide a copy to the Association upon request from time to time by the Executive Committee in such means as may be required;
- (xi) not do or permit to be done any act or anything which might adversely affect or derogate from the standards, quality and reputation of Pony Club and its maintenance and development.

(d) Each Club must:

- (i) advise the Association as soon as practicable of any serious administrative, operational or financial difficulties the Club is having;
- (ii) assist the Association in investigating those issues; and
- (iii) cooperate with the Association in addressing those issues in whatever manner, including by allowing the Association to appoint an administrator to conduct and manage the club's business and affairs, or to allow the Association itself to conduct itself all or part of the business or affairs of the

Club and on such conditions as the Association considers appropriate. The Association is not obliged to act under this clause.

4.6 ZONES

(a) Unless otherwise determined by resolution of the Council, only an incorporated association may become a Zone.

(b) Zone Membership status may be granted by the Council on such terms and conditions as they may see fit following formal application for such status accompanied by an up-to-date copy of the applicant's constituent documents and such other information as may be required by the Directors.

(c) Zone membership may be suspended or cancelled by the Council.

(d) The By-laws may set out:

- (i) the categories of Zone Membership which exist;
- (ii) the criteria to be met by each category of Zone Member; and
- (iii) the privileges and benefits of each category of Zone Member.

4.7 CLUB AND ZONE CONSTITUTIONS

(a) Each Club and Zone shall take all steps necessary to ensure its constitution (and any amendments) conforms, to this Constitution.

(b) Any subsequent amendments to a Club or Zone's constitution shall be subject to the approval of the Association.

(c) The Executive of the Association shall approve, as soon as is practical, any subsequent amendments to a Club or Zone's constitution as may be submitted by a Club or Zone provided the amendments conform to this Constitution.

(d) If the documents do not conform to this Constitution, the Club or Zone shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to this Constitution.

(e) For the avoidance of doubt, if any inconsistency remains between the Club or Zone's constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.

(f) Each Club and Zone acknowledges that the Association may develop and implement By-Laws which may set out:

- (i) the Membership criteria (of the Association) to be met by the Club or Zone; and
- (ii) the privileges and benefits of Club and Zone membership.

4.8 GENERAL

(a) The Association must keep and maintain a register of all members in which shall be entered such information as is required under the Act from time to time. Having regard to privacy considerations, an extract of the register, excluding the address of

any life member, individual member or Director shall be available for inspection (but not copying) by members, upon reasonable request.

(b) No member whose membership ceases has any claim against the Association or the Members of the Executive for damages or otherwise arising from cessation or termination of membership.

(c) A right, privilege or obligation of a member by reason of their membership of the Association is not capable of being transferred or transmitted to another member. No member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

(d) Members must treat all staff, contractors, guests and representatives of the Association and all other Members with respect and courtesy at all times.

(e) Members must not act in a manner unbecoming of a member or prejudicial to the Purposes and/or interests of the Association or Pony Club.

4.9 LIMITED LIABILITY

Members have no liability except as set out in clause 27.

4.10 EFFECT OF MEMBERSHIP AND MEMBERSHIP VOTING RIGHTS

(a) Members acknowledge and agree that:

- (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-laws;
- (ii) they shall comply with and observe this Constitution and the By-laws and any determination, resolution or policy which may be made or passed by the Council or any duly authorised committee;
- (iii) by submitting to this Constitution and the By-laws they are subject to the jurisdiction of the Association;
- (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association, the Members and Pony Club;
- (v) this Constitution and By-laws are necessary and reasonable for promoting the Purposes and particularly the advancement and protection of Pony Club; and
- (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.

(b) A Club is a voting member of the Association. A Club must from time to time nominate one of its financial members as its representative (Club Voting Representative) who shall have the right to attend and debate and vote at a General Meeting for and on behalf of the Club. All nominations for a Club Voting Representative must be in writing and lodged with the Secretary/Executive Officer at least one (1) month prior to a General Meeting of the Association.

(c) Individual members may attend and debate but not vote at AGM/SGM of the Association.

- (d) A voting member of the Association has the right:
- (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a general meeting;
 - (iii) to attend and be heard at general meetings;
 - (iv) to vote at a general meeting;
 - (v) to have access to the minutes of the general meetings and other documents of the Association; and
 - (vi) subject to clause 4.8(a), to inspect the register of members.

13. LIFE MEMBERSHIP NOMINATION.

14. NOTIFICATION of nominated Zone Councillors for 2020.

15. CLOSE OF MEETING