

# CONSTITUTION OF THE CHRISTCHURCH WESTERN RIDING ASSOCIATION (INCORPORATED)

## NAME

- 1.0 The name of the society is 'Christchurch Western Riding Association Incorporated' hereinafter call 'the Association'.

## OBJECTS

- 2.0 The objects for which the Association is established are:
- a. To promote western riding
  - b. To develop an interest in western horsemanship and to project a positive image of the western rider.

## REGISTERED OFFICE

- 3.0 The registered office of the Association shall be situated in any such place as the Committee may from time to time determine.

## MEMBERSHIP

- 4.0 Foundation members as at the date of the adoption of these Rules and other such persons as the Committee shall admit to membership in accordance with these Rules shall be members of the Association.
- 5.0 The Association shall consist of members divided into the following categories:
- a. **Full Members** – being natural persons who have paid the subscription specified from time to time. Each Full Member will be an active member and shall have one vote.
  - b. **Youth Members** – being natural persons up to the maximum youth specified by the N.Z.W.R.F. under 19 years of age as at the 1<sup>st</sup> August each year, who have paid the subscription specified from time to time. Each youth member shall be eligible to attend and speak at meetings but shall not be entitled to vote.
  - c. **Family Members** – being natural persons who have paid the subscription specified from time to time. Each Family Membership shall consist of two or less adults and their dependent children. Family Members shall be eligible to attend and speak at meetings, but a Family Membership shall carry the right to a single vote for each such family.
  - d. **Social Members** – being natural persons who are non-competitors and have paid the subscription specified from time to time. Each Social Member shall be eligible to attend and speak at meetings but shall not be entitled to vote.
  - e. **Honorary Life Members** – To be natural persons elected to membership of the Association (without payment of fee) by the Association. Each Honorary Member shall be nominated and seconded by members of the Association and passed at an Annual General Meeting by usual vote. Such Members shall have one vote.
  - f. Any other form of Membership to be determined by the Association from time to time in Annual General Meeting.
- 6.0 Any person wishing to become a member of the Association must apply in writing on the application form provided by the Association and directed to the Secretary.
- 7.0 The Committee may at its discretion either grant or refuse the application and in the latter case, without giving any reason for such refusal.

## **SUBSCRIPTIONS**

- 8.0 The annual subscription, and or penalty fees, payable by members of the Association shall be such sum as the Association, in Annual General Meeting, may from time to time be determined.
- 9.0 All annual subscriptions shall become due and payable in advance of 1<sup>st</sup> June in each year and any member whose subscription has not been paid after 1<sup>st</sup> August shall not be entitled to attend or vote at any meeting of the Association. Any subscription paid after 1<sup>st</sup> August in each year may incur an added penalty fee as determined by the Association in Annual General Meeting. No subscription paid in any one year shall in full or in part carry over to any succeeding or other year. The non-receipt by any member of notice that any subscription is falling due or has become payable shall not be deemed a sufficient reason for non-payment thereof.

## **ACCOUNTS**

- 10.0 The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every Profit and Loss account and Balance sheet (including every document required by law to be attached thereto,) accompanied by a copy of the Accountant's report thereon provided however that the committee shall cause to be made out and laid before each Annual General Meeting, a Balance sheet and Profit and Loss account made up not more than six months before the date of the meeting.
- 11.0 The Committee shall from time to time determine at what time and place and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Association, except as conferred by Statute or authorised by the Committee or by the Association in general meeting.
- 12.0 An accountant, or properly qualified person, who prepares the Annual financial statements according to general account practices, (for the purposes of this document referred to as 'Accountant',) be appointed each year at the Annual General Meeting.
- 13.0 The funds of the Association shall be kept by the Treasurer under the supervision of and in such place and manner as shall be determined by the Committee. The Committee shall have power to expend the Association funds in such a manner as they deem fit in accordance with these Rules and the objects of the Association. Any banking account of the Association may be operated by two signatories, who shall in all cases, be members of the Committee.

## **CESSATION OF MEMBERSHIP**

- 14.0 A member of the Association may at any time, by giving notice in writing to the Secretary, resign from membership of the Association but shall continue to be liable for any subscription and all arrears due and unpaid at the date of their resignation and for all other monies due by the member to the Association.

- 15.0 A member shall cease to be a member if:
- a. The member shall resign by notice in writing to the Secretary to that effect;
  - b. If the member shall die; and
  - c. The member shall be in arrears with fees owing to the Association for more than 3 months or more. Before such member shall be readmitted to membership by committee, all monies due to the Association including the unpaid annual subscription must be paid.
- 16.0 If any member shall willfully refuse or neglect to comply with the provisions of these Rules and Regulations of the Association as may be determined by the Committee from time to time or shall be guilty of any conduct which, in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Association, the Committee shall have the power to expel the member from the Association and erase the name of the member from the Register of members, provided that at least one week before the meeting of the Committee at which a resolution for the member's expulsion is passed, the member shall have had notice of such meeting and of what is alleged against the member and of the intended resolution for the member's expulsion and that the member shall at such meeting and before the passing of resolution, have had an opportunity of giving orally or in writing any explanation of defence, the member may think fit and provided further that any such member may by notice in writing, lodged with the Secretary at least 24 hours before the member's expulsion is to be considered by the Committee elect to have the question of the member's expulsion dealt with by the Association in general meeting and in that event an Extraordinary Meeting of the Association shall be called for the purpose, may, if at the meeting a resolution is passed for the expulsion of the member by a majority vote of two thirds of those present and voting (such vote to be taken by ballot,) the member shall be expelled and the member's name removed from the Register of Members.

### **DISCIPLINARY ACTION**

- 17.0 Any member whose conduct in any respect shall be deemed derogatory or prejudicial to the interests of the Association may be reprimanded, fined or suspended by the resolution of the Committee to that effect. One week's notice of the intention of such resolution shall be sent to every member of the Committee and to the member whose disciplinary is sought and the member shall be entitled to be present at the Committee Meeting for the purpose of hearing and charge and of making any statement of the member's defence but if the member happens to be a member of the Committee, that member shall not be entitled to vote at the meeting of the Committee considering the charge.

### **GENERAL MEETINGS**

- 18.0 An Annual General Meeting of the Association shall be held in accordance with the provisions of such Act on or before the 31<sup>st</sup> of May in each year, at such time and place as the Committee may appoint, for the purposes of receiving and if thought fit, adopting the President's Report, Treasurer's Report and any report or reports from the Committee and Balance sheet, Income and Expenditure Account and Profit and Loss Account for the preceding year and for the purpose of the election of Officers and an Accountant to hold office as hereinafter provided and for the purpose of transacting such other business as shall have been specified in the agenda and notice convening the meeting or as may be brought forward without notice by unanimous consent of the meeting not being business of which notice is required by these Rules.
- 19.0 All general meetings other than the Annual General Meetings shall be called Ordinary General Meetings.

## **EXTRAORDINARY MEETINGS**

- 20.0 An extraordinary general meeting may be called by the Committee or shall be called by the Secretary within 14 days after receiving a written request signed by at least 5 members or 5% of the membership, whichever shall be the greatest, entitled to vote at the time of such requisition specifying the business to be brought before the meeting to which the discussion shall be strictly confined and if such meeting is not called within such period of 14 days, the requisitionists or the majority of them may themselves convene the meeting.
- 21.0 Fourteen days' notice at least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day, the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notice from the Association.
- 22.0 All business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and the reports of the Committee and Auditors, the election of members of the Committee in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 23.0 No business shall be transacted at a general or extraordinary meeting unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business, save as herein otherwise provided four members present in person and entitled to vote shall be a quorum.
- 24.0 If within half an hour from the time appointed for the meeting, a quorum is not present at the meeting, if convened upon the requisition of members, shall be dissolved; 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 such other time and place as the Committee may determine.
- 25.0 The President shall preside as Chairman at every general meeting of the Association or if there is no President appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman, or if the Vice-President is not present or is unwilling to act, then the members shall elect one of their numbers to be Chairman of the meeting.
- 26.0 The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Adequate notice shall be given of such meeting to all members.
- 27.0 At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:
- a. By the chairman; or
  - b. By at least three members entitled to vote and present in person.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and the proceedings of the Association shall be conclusive. Evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for the poll may be withdrawn.

- 28.0 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment may be taken forthwith.
- 29.0 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second, status quo, casting vote.
- 30.0 A member entitled to vote who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may not vote.
- 31.0 No member shall be entitled to vote at any general meeting or meeting of the Committee nor be eligible for election to the Committee or as an office bearer unless his annual subscription has been paid for the current year.

#### **ELECTION OF OFFICERS**

- 32.0 Delegates to the Committee shall be elected from members of the Association.
- 33.0 The association may, at a General or Extraordinary Meeting remove any officer or other member of the Committee before the natural expiry of his or her office by a simple majority.
- 34.0 The office of a member of the Committee shall become vacant if the member:
- a. Ceases to be a member of the Committee by virtue of the Act;
  - b. Becomes bankrupt or makes any arrangements or compositions with his creditors generally;
  - c. Resigns his office by notice in writing to the Association; or
  - d. Is absent for three consecutive meetings without adequate reason being given to the Committee.
- 35.0 Election of officers shall be by closed ballot at an Annual General Meeting properly convened. The office of President, Vice-President, Secretary and Treasurer shall be nominated and voted by the members and passed by a simple majority, and that members nominated for these positions must have been members of the Association for a minimum of two consecutive years prior to the Annual General Meeting which they have been nominated. Furthermore, no married, defacto couples or people in a relationship may hold concurrently Executive Officer positions, i.e. President, Vice-President, Secretary or Treasurer.

#### **POWERS AND DUTIES OF THE COMMITTEE**

- 36.0 The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association and may exercise all the powers,

authorities and discretions and do all such acts and things as the Association is authorised to exercise or do and are not hereby or by statute directed or required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of any statute and of these present and to any resolution or rule from time to time made by the Association in general meeting, provided that no resolution or rule so made shall be invalidate and prior act of the Committee which would have been valid if such resolution or rule had not been made.

- 37.0 Without prejudice to the generality of the last preceding Article, the Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association.
- 38.0 All cheques, promissory notes, draft bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in the name of the Association by any two members of the Committee, one of whom must be the President, Vice President, Secretary or Treasurer.
- 39.0 Every sum paid on behalf of the Committee shall be paid by internet banking, authorised by two account signatories, as the committee from time to time may authorise.
- 40.0 The Committee shall cause minutes to be made;
- a. Of all appointments of officers;
  - b. Of names of members of the Committee present at all meetings of the Association and of the Committee; and
  - c. All proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.

- 41.0 The Committee shall have the power to make regulations not inconsistent with the Constitution in relation to the Association or in furtherance of its objects and at any time in like manner but subject to hereinafter provided to annul or vary such regulations so made and for the time being in force, shall be binding on the members of the Association and shall have full effect accordingly and in particular and without limiting the generality of the foregoing, the Committee shall have the power to make regulations with respect to:
- a. Show and performance recordings;
  - b. Recording of points awarded at shows registered by the Association; and
  - c. The award of titles including, but not limited to, Grand Champion, Champion, Register of Merit for various classes of activity including all western performance classes, cutting and racing.

#### **PROCEEDINGS OF THE COMMITTEE**

- 42.0 The Committee shall meet together at least four times each year and on such additional occasions as they may deem expedient for the dispatch of business. The Committee may adjourn and otherwise regulate its meetings as it thinks fit. The President may at any time and the Secretary shall on the requisition of three members of the Committee, summon a special meeting of the Committee and in such event, the notice convening the meeting shall specify the special business to be dealt with.

- 43.0 Subject to these regulations, questions arising at any meeting of the Committee shall be decided by a majority of vote and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second status quo, casting vote.
- 44.0 A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising there out and if he does so vote, his vote shall not be counted.
- 45.0 The quorum necessary for the transaction of the business of the Committee shall be 50% of the Committee or a minimum of four people.
- 46.0 The continuing members of the Committee may act notwithstanding any vacancy in the Committee but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Committee and continuing number of members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association but for no other purpose.
- 47.0 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting, he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman, or if he is not present at a meeting then the members may choose one of their number to be Chairman of that meeting.
- 48.0 All acts done by any meeting of the committee or by any person acting as a member of the Committee shall notwithstanding that is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid or that the members of the Committee or any of them were disqualified as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- 49.0 A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed a meeting of the Committee duly convened and held. Any such resolution may consist of several documents.
- 50.0 Fourteen days' notice of each meeting of the Committee shall be given to each member of the Committee. The agenda shall include full particulars of the business which may come to hand, subsequently to the notice and prior to the meeting shall so far as possible be notified to each Committee member.

### **URGENT BUSINESS**

- 51.0 If in the opinion of the Chairman, any matter of urgent importance has arisen which requires immediate discussion of the Committee, a member may, with the consent of three quarters of the members of the Committee present, submit any urgent motion without having given the special notice required.

### **CHAIRMAN'S RULING**

- 52.0 At all meetings the Chairman's ruling shall be final in all matters of order, procedure and practice.

### **SECRETARY**

- 53.0 The office of the Secretary shall be by nomination and election by simple majority at the Annual General Meeting. Nothing herein shall prevent the committee appointing a member

of the Association as Honorary Secretary and any member so appointed shall forthwith become an officer of the Committee and if not already a member of the Committee ex officio a member of the Committee and he shall be subject to the provisions of Clause 2 of these Rules.

- 54.0 The Secretary shall keep at the Association's registered office, a Register of Members setting forth the names in full and addresses of all members of the Association and the date of the latest payment of each member of his subscription.
- 55.0 There shall be a Common Seal of the Association which shall be kept in the custody of the Secretary of the Association. The Seal shall be affixed to documents by resolution of the Committee and attested by the signatures of any two members of the Committee. The Seal may be altered or renewed by resolution of the Committee.
- 56.0 The Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf and every instrument to which the Seal is affixed shall be signed by a member of the Committee and counter-signed by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

### **INDEMNITY**

- 57.0 Every member of the Committee, Accountant, Secretary and other offices for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted, or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

### **ALTERATION TO RULES**

- 58.0 No alteration shall be made to these Rules except at an Annual General Meeting or Extraordinary Meeting convened for this purpose. Notice of any such motion to effect an alteration must be given to the Secretary in writing fourteen days before the date of the meeting at which the motion is to be moved and due notices of the alteration shall be given to members by circular. A proposed alteration to Rules requires a two-thirds majority of all votes.
- 58.1 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **WINDING UP**

- 59.0 The Association may be wound up if a resolution to that effect is passed at the Annual General Meeting or at an Extraordinary Meeting called for such purpose, provided that such resolution shall be confirmed by a subsequent Extraordinary Meeting convened for the purpose and held not earlier than thirty days after the Annual General Meeting or Extraordinary Meeting at which such resolution was first passed. A resolution winding up the Association shall require a two-thirds majority of all votes, postal votes included.
- 60.0 If a resolution requiring the Association to be wound up shall be confirmed in accordance with the foregoing Rules, notice of such winding up shall be given to the Registrar of Incorporated Societies and thereupon the Association shall be deemed dissolved.
- 61.0 On winding up or dissolution of the organisation any surplus funds or assets shall not be paid or distributed to any members or individuals but shall be:



- a Applied to a purpose in line with the organisation's objects, or
  - b Given or transferred to another 'not-for-profit' organisation or a registered charity
- As may be directed by the majority of members present and voting at a general meeting called for the purpose

- 62.0 As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:
- a Receiving reimbursement of actual and reasonable expenses incurred, or
  - b Entering into any transactions with the organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

Provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.