



Attachment 1

Draft Constitution

Date: TBA

EQUESTRIAN NSW LIMITED

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A Public Company Limited by Guarantee

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PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the company is Equestrian NSW Limited (ENSW).

2. OBJECTS OF ENSW

ENSW is the State Sporting Organisation for Equestrian sport in New South Wales and the Australian Capital Territory and is a member of Equestrian Australia Limited . The objects for which ENSW is established and maintained are to:

- a) Promote the safety, welfare and wellbeing of Members and their horses.
- b) Consult, communicate and provide customer focused services to Members to meet their needs and aspirations.
- c) Adopt and apply good governance principles and be accountable to Members.
- d) Promote horsemanship and sportsmanship amongst all Members and the wider Equestrian community.
- e) Invest in our Discipline Councils, Discipline Committees, Clubs, Officials, Coaches and Volunteers to sustain and grow equestrian participation and competitions, from grass roots to high performance.
- f) Recognise the Federation Equestre Internationale (FEI) as the international governing body of Equestrian.
- g) Recognise Equestrian Australia (EA) as the National Sporting Organisation and National Federation for Equestrian in Australia.
- h) Partner with commercial groups and government agencies to develop Equestrian sports and facilities.

3. POWERS OF ENSW

- (a) Solely for furthering the objects detailed above, ENSW has the legal capacity and powers of a not-for-profit Company limited by guarantee as set out under section 124 of the Corporations Act 2001 (Cth), with the limit detailed in rule 25.
- (b) Subject to this Constitution, ENSW must use and apply its income and assets solely in promoting the objects.

4. INTERPRETATION AND DEFINITIONS

4.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Corporations Act 2001* (Cth).

Annual General Meeting means a meeting of Members convened in accordance with rule 10.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 6.

Appointed Director means a Director appointed under rule 15.4.

Board means the body consisting of the Directors under rule 15.2.

Chief Executive means the chief executive officer of ENSW appointed by the Board in accordance with rule 19.1.

Committee means any committee of the Board created under rule 19.3 from time to time.

EA means Equestrian Australia Limited.

ENSW means Equestrian NSW Limited.

Company Secretary means a person appointed as a company secretary of ENSW by the Board under rule 19.2.

Constitution means this constitution of ENSW as amended from time to time.

Director means a member of the Board and includes an Elected Director, an Appointed Director and any others appointed under rule 15.2.

Elected Director means a Member elected as a Director under rule 16.

Equestrian means equestrian and horse sports as determined by the FEI, with such variations as may be recognised by EA and ENSW from time to time.

FEI means Fédération Équestre Internationale, the international governing body for Equestrian.

Financial Year means the year ending on 30 June.

General Meeting means an Annual General Meeting together with any meeting of Members convened in accordance with rule 11.

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or not) relating to ENSW or activity conducted, promoted or administered by ENSW.

Member means either any person or organisation recognised as a Member by the Board under rule 5 from time to time.

Membership Category means any category of membership determined in accordance with rule 5.1.

Olympic Discipline Council means any and each of:

- (a) Dressage NSW Incorporated;
- (b) Jumping NSW Incorporated; and
- (c) NSW Eventing Council Incorporated

President means the president of ENSW, who is the Chair of the Board appointed in accordance with rule 15.2(b) from time to time.

Register means the register of Members kept in accordance with rule 7.

Regulations means any regulations made by the Board under rule 29 and includes EA Policies, By-Laws and Rules, as accepted by ENSW.

Special Resolution has the same meaning as in the Act.

Standing Committees means the Committees established under rule 19.4.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (c) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include the other genders;
- (f) headings are for convenience only and shall not be used for interpretation;
- (g) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (h) references to persons include natural persons, corporations and bodies politic;
- (i) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (j) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (k) expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining

provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II - MEMBERSHIP

5. MEMBERSHIP OF ENSW

5.1 Membership Categories

The Members shall be divided into categories and with rights and obligations as determined by the EA Membership By-Laws from time to time.

5.2 The Olympic Discipline Councils

The Olympic Discipline Councils may be eligible to apply to be Members, in a Membership Category to be determined by the Board in accordance with rule 5.1.

5.3 Application for Membership

(a) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership must be:

- (i) in writing (which may include, but is not limited to, an online application) in the form prescribed by the Board from time to time;
- (ii) accompanied by the appropriate fee or fees, as determined by the Board;
and
- (iii) lodged with the Chief Executive.

If a person satisfies the criteria set by this rule 1.1, they shall be deemed a Member, subject always to this Constitution and in particular sub-rules (b) and (c) below.

- (b) The Chief Executive may, in their discretion, refer any application for membership to the Board for review. The Board may, in its discretion, determine whether to approve or decline the application.
- (c) If the Board does not approve an application for membership, the Chief Executive shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. The Board is not required to give reasons for its decision.

5.4 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) by becoming Members of ENSW, they also become "Participating Members" of EA;
 - (ii) this Constitution constitutes a contract between each of them and ENSW and that they are bound by this Constitution and the Regulations;
 - (iii) they shall comply with and observe this Constitution and the Regulations;

- (iv) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of ENSW;
 - (v) this Constitution and Regulations are necessary and reasonable for promoting the objects of ENSW; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board and the EA Membership By-Laws.
- (b) Members may by virtue of membership of ENSW and subject to this Constitution:
- (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored or recognised by ENSW; and
 - (iv) conduct any activity approved by ENSW.
- (c) A right, privilege or obligation of a person by reason of their membership of ENSW:
- (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

5.5 Renewal of Membership

The Board shall determine from time to time and in accordance with rule 5.1 which Membership Categories must reapply for membership each Financial Year through the procedure set out in this Constitution or by the Board from time to time.

5.6 Deemed Members

- (a) Subject to this Constitution, all members of ENSW immediately prior to the time of approval of this Constitution under the Act, shall be deemed Members of ENSW from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by ENSW, whether directly or indirectly.
- (b) Subject to this Constitution, all persons who were members of a club (howsoever described) that was a member of or affiliated to ENSW immediately prior to the time of approval of this Constitution under the Act, shall be deemed Members from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by ENSW, whether directly or indirectly.

5.7 Limited Liability

Members have no liability except as set out in rule 25.

6. SUBSCRIPTIONS AND FEES

The Annual Subscriptions and any other fees payable by Members or categories of Members to ENSW, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

7. REGISTERS

7.1 Chief Executive to Keep Register of Members

The Chief Executive shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership, date of entry of the name of each Member and whether the Member has been granted voting rights. This Register is part of a National Membership database.

7.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the Register, excluding the contact details of a Member who is an individual, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Register to be kept by Members

A Member who is an incorporated association or in the process of incorporation shall maintain, in a form acceptable to ENSW and with such details as are required by the Board, a register of all members of that association. Such register shall be available for inspection (including copying) by the Chief Executive (or their nominee), upon reasonable request.

8. RESIGNATION OF MEMBERS

8.1 Notice of Resignation

Any Member who has paid all monies due and payable to ENSW may resign from ENSW by giving thirty days' notice in writing to ENSW of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

8.2 Resignation by failure to pay Annual Subscription

If a Member fails to pay an Annual Subscription when due, their membership will be suspended and all rights, benefits and entitlements will be withdrawn.

If a Member fails to pay an Annual Subscription within 60 days of being due, their membership will cease.

Should a sufficient explanation be made to the Board for the failure to pay the Annual Subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due.

8.3 Recording resignation on the Register

Upon the resignation of a Member under rule 8.1 or cessation of membership under rule 8.2, an entry, recording the date on which the Member ceased to be a Member, shall be recorded in the Register.

8.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon ENSW and its property including, but not limited to, its Intellectual Property and any monies (including Membership fees previously paid).

9. EXPULSION, SUSPENSION OR FINING OF MEMBERS

9.1 Disciplinary Matters

Except for matters dealt with under rules 9.2 to 9.6, the Equestrian Australia Disciplinary By-Laws and associated procedural By-Laws govern the handling of disciplinary matters concerning Members.

9.2 Board Resolution

- (a) Subject to this Constitution, the Board may by resolution:
 - (i) expel a Member from the Company; or
 - (ii) suspend a Member from membership of the Company for a specified period; or
 - (iii) fine a Member;
 - (iv) impose such other penalty, action or educative process as it sees fit,
- (b) if the Board considers that the Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Company, or another Member; or
 - (iii) brought the Company, Equestrian or another Member into disrepute.

9.3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in rule 9.2(b), the Chief Executive shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach of the Member and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen and not later than twenty eight days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that he, she or it may do one or more of the following:
 - (i) attend that meeting;

- (ii) give the Company, before the date of that meeting a written statement regarding the alleged breach.

9.4 Determination of Board

At a meeting of the Board held in accordance with rule 9.3, the Board shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

9.5 No Appeal

There shall be no appeal from a decision of the Board under this rule 9.

9.6 Delegation by the Board

Notwithstanding anything in this rule 9, the Board may delegate its rights and obligations under this rule to a Committee.

PART III - GENERAL MEETINGS

10. ANNUAL GENERAL MEETINGS

10.1 Annual General Meeting to be Held

ENSW shall convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

10.2 Business

The Annual General Meeting will transact any business required by the Act, determined by the Board and Chief Executive, and any other business of which notice is given in accordance with this Constitution.

10.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

11. GENERAL MEETINGS

11.1 Request for General Meetings

- (a) The Board shall convene a General Meeting upon a request in writing from not less than 100 Members who would be eligible to vote at such General Meeting. The Board may also request a General Meeting.
- (b) The request for a General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Chief Executive and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Board does not cause a General Meeting to be held within thirty days after the date on which the request is sent to the ENSW, the Members making the request, or any of them, may convene a General Meeting to be held not later than sixty days after that date.
- (d) A General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the ENSW to the persons incurring the expenses.

12. NOTICE OF MEETINGS

12.1 Notice to be given for General Meetings

The Board shall determine which Membership Categories are entitled to receive notice of General Meeting as of right. The Chief Executive shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member who the Board has determined is entitled to receive notice, at their address appearing in the Register, and each Director and the auditor of ENSW a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting. No other Member is entitled to receive notice as of right, but ENSW may also advertise the General Meeting on its website or otherwise as deemed appropriate.

12.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a General Meeting shall give at least thirty days' notice in writing of that business to the ENSW which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall determine whether a motion is a motion having a similar effect.

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) 30 Members entitled to vote at the meeting personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and

- (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall be a quorum.

13.2 President to Chair

The President shall chair each General Meeting of ENSW. If the President is absent from a General Meeting or is unwilling to act, the Directors present shall elect one of their number to preside as chairperson at the meeting.

13.3 Chairperson May Adjourn Meeting

- (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. VOTING AT GENERAL MEETINGS

14.1 Voting Rights

Subject to any other provision of this Constitution, at all General Meetings Members shall only be entitled to vote as prescribed by the rights associated with their Membership Category, as determined in accordance with rule 5.1.

14.2 Voting Procedure

- (a) Subject to rule 14.2 (b) and 14.5, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) If a Member is unable to attend a General Meeting, that Member may appoint a proxy, who is a Member entitled to vote. For voting by proxy to be valid, the Member voting by proxy must notify the Chief Executive of the details of their proxy not less than six hours before that General Meeting.
- (c) Subject to rule 14.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (d) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.
- (e) Members are not entitled to vote at any General Meeting unless all monies due and payable to ENSW have, to the satisfaction of the Chief Executive, been paid by the Member.

14.3 Recording of Determinations

When a declaration is made by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minute book of the ENSW is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

14.4 Poll at General Meetings

- (a) If at a meeting a poll on any question is properly demanded in accordance with the Act or by the chairperson of the meeting, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

14.5 Postal Voting

- (a) Postal or electronic voting will only be used if the Board determines it is appropriate or necessary.
- (b) The Board may determine how to conduct any postal or electronic vote which may include, but not be limited to, through ordinary post or any form of electronic communication it deems appropriate.

PART IV – BOARD

15. BOARD

15.1 Powers of Board

- (a) The affairs of ENSW shall be managed by the Board constituted under rule 15.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of ENSW;
 - (ii) may exercise all such powers and functions as may be exercised by ENSW other than those powers and functions that are required by this Constitution to be exercised by the Members in a General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of ENSW.

15.2 Composition of Board

- (a) The Board shall consist of:
 - (i) seven Elected Directors who must all be Members who are entitled to vote and who shall be elected in accordance with rule 16; and
 - (ii) up to two Appointed Directors who may be appointed by the other Directors in accordance with rule 15.4.

- (b) The President shall be elected by the Board from amongst its number.
- (c) The Board may allocate portfolios and/or titles to the Directors.

15.3 Term of Directors

- (a) Each Elected Director shall hold office subject to this Constitution until the second Annual General Meeting following the declaration of their election at an AGM, but is eligible for re-election.
- (b) For each two-year interval, three Elected Directors shall be elected in the first year and four Elected Directors shall be elected in the second year.
- (c) No Director, including the Elected Directors, may serve for more than four consecutive terms of two years. However, that Director shall be eligible to return to the Board following an absence of not less than 12 months.

15.4 Appointed Directors

- (a) The Directors may appoint up to two Appointed Directors.
- (b) An Appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Equestrian. The Appointed Director does not need to be a Member.
- (c) The Appointed Director may be appointed by the Directors in accordance with this Constitution for a term of up to two years which, unless otherwise determined by the Board, shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following their appointment.

15.5 Casual Vacancy

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint an appropriate Member who is a natural person over the age of 18 years to the vacant office, and the person so appointed may continue in office up to the end of the term of the Elected Director they are replacing.

15.6 Transitional Arrangements

- (a) Notwithstanding any other Rule of this Constitution, the transitional arrangements set out in this rule 15.6 shall apply from the date of adoption of this Constitution.
- (b) The Directors of the Association in office immediately prior to commencement of this Constitution under the Act shall continue as Directors of NSW until the next Annual General Meeting following adoption of this Constitution. Before this Annual General Meeting, all Elected Director positions will be declared vacant and an election held to fill the vacancies in accordance with this Constitution.
- (c) Rule 15.3 will apply to Directors of NSW in office at the commencement of this Constitution, including the counting of full terms served as Directors of the Association prior to the commencement of this Constitution.

For avoidance of doubt, this means that a Director, who has been in office for one or two complete terms, may stand for re-election but a Director with three complete terms may not. If the year up to the first Annual General Meeting following the adoption of this Constitution is the first of a two-year term for a Director, it shall be disregarded in the calculation of the total terms served.

- (d) Following this election and AGM, the Board will determine which of the Elected Directors will serve two-year terms and who will serve a one-year term which is necessary to ensure rotational terms in accordance with this Constitution. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

16. ELECTION OF ELECTED DIRECTORS

- (a) The Chief Executive shall call for nominations at an appropriate time determined by the Board. All Members shall be notified of the call for nominations as determined by the Board.
- (b) Nominations of candidates for election as Elected Directors, shall be:
 - (i) made in writing on the form provided by ENSW from time to time, signed by two Members and accompanied by the written consent of the nominee. The nominee must be a Member who is a natural person over the age of 18 years and who is entitled to vote; and
 - (ii) delivered to the Company Secretary by the date specified on the call for nominations.
- (c) If:
 - (i) the number of nominations received for the Board is equal to the number of vacancies to be filled; or
 - (ii) there are insufficient nominations from candidates received to fill the respective vacancies on the Board;

then those nominated shall be declared elected at the Annual General Meeting by the returning officer. Any vacancies shall be treated as casual vacancies under rule 15.5.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be conducted to determine the Elected Directors. Such ballot will be conducted in the manner determined by the Board from time to time.
- (e) The Company Secretary shall act as returning officer for the secret ballot. No person, other than the returning officer, shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any person has voted. The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

17. VACANCY ON THE BOARD

17.1 Grounds for Termination of Director

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- (a) in the case of an Elected Director, ceases to be a Member or ceases to be a Member with the right to vote;
- (b) becomes an insolvent under administration within the meaning of the Act;
- (c) resigns their office by notice in writing given to ENSW;
- (d) is directly or indirectly interested in any contract or proposed contract with ENSW and, in the opinion of the Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;
- (e) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (f) would be prohibited from being a director of ENSW under the Act;
- (g) is removed by Members eligible to vote in a General Meeting in accordance with the Act; or
- (h) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

18. QUORUM AND PROCEDURE AT BOARD MEETINGS

18.1 Convening a Board Meeting

- (a) The Board shall meet as required but shall meet on at least six occasions in each year.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days' written notice of the meeting of the Board shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing or by electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Director's last notified contact details.

18.2 Quorum

- (a) Five Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

18.3 Procedures at Board meetings

- (a) At meetings of the Board:
 - (i) the President shall chair the meeting;
 - (ii) if the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote.
- (d) A resolution in writing signed or assented to by any form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Directors' Interests

A Director is disqualified from holding any place of profit or position of employment in ENSW, or in any ENSW or incorporated association in which the ENSW is a shareholder or otherwise interested, or from contracting with ENSW either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the ENSW without the approval of the Board, will be voided for such reason.

18.5 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

18.6 General Disclosure

A general notice that a Director is a member of any specified firm or ENSW and is to be regarded as interested in all transactions with that firm or ENSW is sufficient declaration under rule 18.5 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or ENSW.

18.7 Recording Disclosures

It is the duty of the Company Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with rules 18.5 and 18.6.

18.8 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

19. DELEGATED POWERS AND DUTIES

19.1 Chief Executive

- (a) The Chief Executive shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit.
- (b) The Chief Executive shall be responsible to the Board for the execution of strategies approved by the Board and the day-to-day management of the affairs of ENSW, and for this purpose may exercise all powers of ENSW which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.

- (c) The Chief Executive shall have the right to be present and to debate at all Board and General Meetings of ENSW but shall not vote.

19.2 Company Secretary

- (a) There must be a Company Secretary who is to be appointed by the Board.
- (b) The Company Secretary may not be the Chief Executive.
- (c) The Board may suspend or remove a Company Secretary from that office.
- (d) A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.

19.3 Committees

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) The Board shall provide procedural fairness and natural justice in recalling or revoking any delegation or appointment.
- (d) The Chief Executive or delegate shall be ex-officio members of any Committee so appointed, without voting rights.
- (e) The proceedings for any Committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in rule 18.
- (f) Within seven days of any meeting of any Committee, the Committee shall send a copy of the minutes and any supporting documents to the Chief Executive.

19.4 Standing Committees

- (a) The following Committees shall be established as Standing Committees of the Board:
 - (i) Coaching NSW;
 - (ii) Driving NSW;
 - (iii) Interschools NSW
 - (iv) Show Horse NSW; and
 - (v) Vaulting NSW.
- (b) The Standing Committees, as determined by the Board, will operate under the principles and rules set out in rule 19.3.

- (c) The Standing Committees shall meet with the Board as required by the Board.
- (d) The Standing Committees are in addition to the Olympic Discipline Committees.

PART V - MISCELLANEOUS

20. SOURCES OF FUNDS

The funds of ENSW shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

21. APPLICATION OF INCOME

- (a) The income and property of ENSW shall be applied solely towards the promotion of the objects of ENSW as set out in this Constitution.
- (b) No portion of the income or property of ENSW shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

22. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed in such a manner approved by the Board from time to time.

23. COMMON SEAL

- (a) ENSW may have a common seal which shall be kept in the custody of the Company Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Directors, or 1 Director and the Chief Executive, or in such other manner approved by the Board from time to time.
- (c) A Director may not sign a document to which the seal of ENSW is fixed where the Director is interested in the contract or arrangement to which the document relates.

24. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with s9 of the Act, which requires at least 75% of the votes cast by members entitled to vote on the resolution to be in favour of the resolution.

25. DISSOLUTION

- (a) If ENSW is wound up each Member undertakes to contribute to the assets of ENSW an amount not exceeding \$1.00 for payment of the debts and liabilities of ENSW, including the cost of winding up, such liability to continue for one year after ceasing to be a Member.
- (b) If upon winding up or dissolution of ENSW, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed

amongst the Members, but shall be given or transferred to some other organisation having objects similar to the objects of ENSW and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

26. INDEMNITY

- (a) This rule 26 applies to every person who is or has been:
- (i) a Director, Chief Executive or Company Secretary of the ENSW; and
 - (ii) to any other officers, employees, former officers or former employees of the ENSW or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an Indemnified Officer for the purposes of the rest of rule 26.

- (b) ENSW will indemnify each Indemnified Officer out of the property of ENSW against:
- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an officer of ENSW or of a related body corporate of the ENSW; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of ENSW or of a related body corporate of ENSW,

unless:

- (iii) ENSW is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by ENSW of the person against the liability or legal costs would, if given, be made void by statute.

27. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or by electronic mail, to the Member's address or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

28. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Chief Executive shall keep in his or her custody or control all books, documents and securities of ENSW.
- (b) The Company Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (c) Subject to the Act, no Member is entitled to inspect the accounts, books, securities and other documents of ENSW, unless authorised in writing by the Board.

29. REGULATIONS

- (a) The Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection on the ENSW web site.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.
- (c) All rules, by-laws and regulations of ENSW in force at the date of the approval of this Constitution (insofar as such rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution) shall be deemed to be Regulations and shall continue to apply.