

S. A. D. A.



South Australian Dressage Association Inc

CONSTITUTION

A NON-PROFIT ORGANISATION

AFFILIATION, INCORPORATION AND PURPOSE

1. The name of the Association shall be South Australian Dressage Association Inc (S.A.D.A.).
2. The Association shall be affiliated with Equestrian Australia, South Australia branch (ESA) and shall pay such affiliation fee as required by them.
3. As an Incorporated body, the Association shall have all the powers conferred by Section 25 of the Incorporation Act.
4. The Office of the Association shall be situated at the address of the current Association Secretary.
5. The objects of the Association shall be:
 - a. To promote the sport of dressage through training, competitions and other relevant activities.
 - b. To report accurately to ESA the results of Competitive classes so that State and National points can be awarded.
 - c. To foster and encourage good sportsmanship and fair dealings in all aspects of Association activities.
 - d. To ensure that the welfare of the horse is paramount.

MEMBERSHIP

6. The Association shall have a minimum of ten (10) financial members.
7. Membership is for the current year (1st January to 31st December). Members are considered financial when all fees prescribed by the Committee on the current membership form are paid.
8. Any person who satisfies the Committee of their/her interest in dressage is eligible for membership.
9. Every application for membership shall be made using the published membership form, via online, electronic or printed means, with such form requiring the applicant to enter any information as the Committee may prescribe.

Every such application shall be lodged with the Secretary and shall be accompanied by payment of the relevant annual membership fee for the current year. At the next meeting of the Committee after receipt of any application for membership, the Committee shall elect or reject the applicant as a member of the Association, or shall adjourn its consideration, and in no case shall the Committee be obliged to give any reasons for rejecting any application or adjourning consideration of any application.
10. Membership of the Association shall be classified as follows:
 - a. SENIOR MEMBERS – being those members eighteen (18) years of age or older.
 - b. FAMILY MEMBERS – being those members who are a family and to consist of a maximum of two (2) adults and any number of junior members.
 - c. JUNIOR MEMBERS – being those members under the age of eighteen (18) years, other than Family members. No junior members shall be entitled to vote at General Meetings of the Association or nominate or be nominated for the Committee.
 - d. NON-RIDING MEMBERSHIP – being those members who wish to be involved with the Association as a financial member, but in a non-riding capacity.
 - e. COMMITTEE MEMBERSHIP – being those members who have been voted onto the Committee and demonstrate a willingness to be actively involved in the running of the Association for the period of their appointment.

- f. LIFE MEMBERSHIP – being those who have been actively involved in the running of the Association and must have completed at least 10 years of senior service, unless under exceptional circumstances. Nomination should be recommended by the Committee and voted on by the membership at the next AGM.

- 11. The annual membership fees plus any additional fees and levies to be applied to each membership classification for the following year shall be determined by the Committee and presented at the Annual General Meeting. The Committee reserves the right to offer promotions or discounted part-year memberships throughout the year to encourage additional members to join the Association.

REGISTER OF MEMBERS

- 12. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Secretary.

CESSATION OF MEMBERSHIP

- 13. If any members shall wilfully refuse or neglect to comply with the provisions of this Constitution, or is guilty of any conduct which is in the opinion of the Committee as unbecoming of a member, or prejudicial to the interests of the Association, the Committee shall have the power to expel the members from the Association, provided that:
 - a. The member is given an opportunity to be heard or to make a written submission.
 - b. Particulars of the charge shall be communicated to the member at least one (1) month before the meeting of the Committee at which the matter will be determined.
 - c. The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 14.d below), cease to be a member 14 days after the Committee has communicated its determination to the member.
 - d. It shall be open to a member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
 - e. In the event of an appeal under 14.d above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

COMMITTEE

- 14. The Committee of the Association shall consist of a minimum of eight (8) members, including:
 - a. The Officers who shall consist of the President, Vice President, Secretary and Treasurer.
 - b. Four (4) general members.
- 15. Each Officer of the Association shall hold Office for two years until the second Annual General Meeting after their election but is eligible for re-election.
 - a. Either the President and Secretary or the Vice-President and Treasurer will be due for re-election at any one Annual General Meeting.

16. In addition to the above Officers, the Committee shall appoint any member to be the Association's Public Officer in compliance with the Incorporation Act.
 - a. The Public Officer is the Association's point of contact with the Office of Business Services.
 - b. Any changes to the Public Officer shall be lodged with Consumer and Business Services within one month of the change.
17. Each ordinary member of the Committee shall hold Office until the next Annual General Meeting after their election but is eligible for re-election.
 - a. No person shall be elected to the Committee unless they are at the time of their nomination a financial member of the Association.
 - b. Any two (2) financial members shall be at liberty to nominate a member for election to the Committee. All nominations must be in writing and signed by the person nominated as consent to their nomination. All such nominations must be lodged with the Secretary prior to commencement of the Annual General Meeting.
 - c. A ballot for Committee positions shall be held at the Annual General Meeting if there are more nominations than vacancies for any Office or membership of the Committee.
 - d. If two or more candidates obtain an equal number of votes, the Chairman of the meeting shall have a casting vote in each case in addition to their deliberative vote in the ballot.
 - e. In the event of an insufficient number of candidates nominating for the Committee, the Chairman of the Annual General Meeting may call for nominations from the floor of the Meeting. Any nominations so made must be moved and seconded by two financial members present at the meeting and with the consent of the nominee.
 - f. Where no more than the required number of candidates are nominated for any Office, those nominated shall be declared elected.
 - g. Each financial member present at the meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more.
18. The Committee shall have the power at any time to appoint any financial member to fill any casual vacancy occurring in the Committee, and any member so appointed shall hold Office until the next Annual General Meeting.
19. Any casual vacancy occurring among the Office Bearers shall be filled by the Committee by appointment of a member of the Committee to that Office. The appointee will be eligible for re-election at the Annual General Meeting. The subsequent term of Office for the incumbent, if re-elected, or the new appointee must follow the requirements in 15.
20. The Committee shall be responsible for the general management and control of the affairs of the Association and may exercise all such powers, do all such acts and make all such regulations and by-laws as may be required for the proper management of the Association, subject nevertheless to the provisions of this Constitution and to any decision not being inconsistent with a decision made by the Association in General Meeting.
21. The Committee may delegate any of its powers to Sub-Committees consisting of such members of the Association as they think fit. Any Sub-Committee so formed shall in the exercising of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
22. Questions arising at any meeting of the Committee shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote.

23. A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which they have an interest or any matter arising therefrom and if they do so vote, their vote shall not be counted.
24. The quorum necessary for the transaction of business of the Committee shall be five (5), at least one (1) of whom must be an Officer of the Committee.
25. The President shall preside as Chairman at every meeting of the Committee or if there is no President or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be the Chairman or if the Vice-President is not present at the meeting, then the members present may choose one of their members to be Chairman of the meeting.
26. The Office of a member of the Committee shall become vacant if the member:
 - a. becomes bankrupt or makes an arrangement or composition with their creditors generally.
 - b. becomes of unsound mind or a person whose person or state is liable to be dealt with in any way under the law relating to mental health.
 - c. resigns their Office by notice in writing to the Association.
 - d. shall fail to attend three (3) consecutive meetings of the Committee without leave of the Committee.
 - e. ceases to be a member of the Association.

GENERAL MEETINGS

27. The Annual General Meeting of the Association shall be held at such time and place as the Committee shall designate and within thirteen (13) months of the previous Annual General Meeting. Thirty (30) days' notice at the least, specifying the place, date and time of the Annual General Meeting shall be given to all financial members of the Association.
28. Any member who is desirous of bringing forward any business for consideration at any Annual General Meeting shall forward to the Secretary twenty-one (21) days prior at least before such meeting a notice in writing (electronic or paper), signed by themselves as the proposer and identifying one other member as the seconder, stating in precise terms the motion or motions they wish to move.
29. The Secretary shall, at least fourteen (14) days before the date fixed for holding an Annual General Meeting of the Association, send information to each member of the Association stating the business to be transacted at the meeting.
30. The following business shall be transacted at an Annual General Meeting:
 - a. The approval of the Minutes of the previous Annual General Meeting and a consideration of any matter arising there-from.
 - b. Consideration of the President's annual report, financial statements and auditor's report (if any).
 - c. Consideration of any notices of motion duly lodged with the Secretary.
 - d. Election of the Officers and general members of the Committee.
 - e. Election of auditor (if required).
31. The Secretary shall call a General Meeting of the Association whenever so directed by the Committee or on a written requisition signed by not less than two-thirds of the financial members of the Association. Any Meeting so convened shall be convened in the manner as nearly as possible as that in which an Annual General Meeting would so be convened, save that only twenty-one (21) days' notice of such meeting shall be required.

PROCEDURES AT GENERAL MEETINGS

32. The following procedures will be followed:

a. QUORUM

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as is herein otherwise provided, five (5) financial members personally present shall be a quorum. If within half an hour of the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to such day and place as the Chairman of the Meeting may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the adjourned Meeting, those members present and entitled to vote shall be a quorum.

b. ADJOURNMENT

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. It shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

c. CHAIRMAN

The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or they are not present within half an hour of the time appointed for holding the meeting, or is unwilling to act, the Vice-President shall preside as Chairman or if the Vice-President is not present, the members shall elect any other member of the Committee to be Chairman, or if no member of the Committee is present or willing to act, then the members shall elect one of their number to be Chairman of the Meeting. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

d. PROXIES

A member may vote in person or by proxy or attorney and, on a show of hands, every person present who is a financial member or representative of a financial member shall have one vote and, on a poll, or ballot every financial member who is present in person or by proxy or attorney or other duly authorised representative shall have one vote.

e. PROXY INSTRUMENT

The instrument appointing a proxy shall be in writing under the hand of the appointee or of their attorney duly authorised in writing, or if the appointee is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

f. VOTING

Except as otherwise specified in this Constitution, voting at all meetings shall be on a show of hand or if demanded by any three (3) members either by actual division or by secret ballot.

g. RESOLUTIONS

No resolution passed at any General Meeting of the Association shall be rescinded or amended at any subsequent General Meeting of the Association unless notice of such intended rescission or amendment is given in the notice convening the meeting at which such rescission or amendment is proposed.

No resolution passed at any General Meeting of the Association shall be rescinded or amended at any Committee Meeting of the Association.

COMPLAINTS

33. If any member wishes to make any complaint, they shall make such complaint in writing signed by them to the Secretary, who if they shall be unable to deal with such complaint, shall submit it to the Committee whose decision thereon shall be final unless varied or reversed on motion made under this Constitution at an Annual General Meeting of the Association.

ACCOUNTS AND FUNDS

34. The Committee shall cause true accounts to be kept of all sums of money received and expended by the Association and matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Association.
- a. Except as otherwise provided in these rules, the Treasurer shall keep in their custody or under their control all books, documents and securities of the Association.
 - b. The Committee shall from time to time determine at what times and places, and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection by members and no member or any other person shall have the right to inspect any account or book or documents of the Association except as authorised by the Committee or by the Association's General Meeting however, the books and accounts shall at all times be open to inspection by the members of the Committee or Auditor (if relevant).
 - c. All monies of the Association, unless otherwise authorised by the Committee, shall be lodged in the name of the Association with the Association's bankers for the time being.
 - d. All accounts due by the Association shall be paid via EFT or cash payment by the Treasurer, signatory or by such other person authorised by the Committee.
 - e. A receipt shall be issued by the Treasurer for all monies received on behalf of the Association.
 - f. All accounts must be passed for payment by the Committee or in so far as authority has been delegated to it by the Finance Sub-Committee, if any.
 - g. The Treasurer shall submit to the Committee every two months, unless otherwise instructed, a statement of receipts and expenditure and outstanding accounts.
 - h. The Annual Financial Statements and Balance Sheets before being presented to the Annual General Meeting shall be audited by the Association's Auditor, when required by the relevant state government legislation.

SOURCES OF FUNDS

35. The funds of the Association shall be derived from competition or training fees, annual subscriptions, donations and such other sources as the Committee determines.

AUDIT

36. Where the expected financial status (annual turnover) specified by the relevant state government authority requires the finances to be audited, the Annual General Meeting of the Association each year shall appoint an Auditor to hold Office until the next Annual General Meeting. The retiring Auditor shall be eligible for re-appointment.
- a. No member of the Committee is eligible for appointment as Auditor.
 - b. No person shall be competent to be appointed to act as Auditor who is or becomes indebted to the Association. If any person after being appointed Auditor shall become indebted to the Association, their Office shall thereupon be vacated.
 - c. The Committee may fill any casual vacancy in the Office of Auditor until the next Annual General Meeting.
 - d. The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Association and shall be entitled to require from the Committee and Officers such information and explanation as may be necessary for the performance of their duties.

CONTROL OF COMPETITIONS

37. At any practice or competition conducted by the Association the members of the Committee then present shall have the authority of the full Committee for the conduct of that day's practice or competition subject to the Committee's right to appoint a special Sub-Committee to control any particular competition and in accordance with any rules of Dressage as required by the ESA.

PROFITS

38. It is hereby expressly declared that the Association is not carried on for profit and any income of the Association shall be applied in promotion of its objects as set out in this Constitution and dividends shall not be paid to nor shall profits or income or property of the Association be distributed amongst the members otherwise than by the way of prizes and trophies offered for competition and won in such competition held in furtherance of the said objects or in repayment of debts or liabilities incurred to any member for the benefit of the Association and in furtherance of such objects.
- a. If at any General Meeting a resolution for the winding up or dissolution of the Association shall be passed by a majority of the members present and voting and such resolution shall at a Special General Meeting held not less than one month thereafter be confirmed by a special resolution passed by a majority of three-quarters of the members present and voting thereon, the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to release the property of the Association at the best price obtainable in its opinion whether by public auction or private treaty and discharge all the debts and liabilities of the Association to the extent to which such monies are available. If after the discharge of all such debts and liabilities, there remains any money or property whatsoever the same shall not be paid or distributed amongst the members of the Association but shall be given or transferred to such other Association or Institution having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property amongst the members of the Association.

ALTERATION OF THE CONSTITUTION AND STATEMENT OF PURPOSES

39. A member intending to propose an alteration to this Constitution and Statement of Purposes shall give written notice of the proposed alteration to the Secretary of the Association.
- a. No alteration shall be made to this Constitution or Statement of Purposes whether by the addition of a new rule or the repeal or amendment of an existing rule or otherwise except by resolution passed by a majority of three-fourths of the members present and entitled to vote at an Annual or other General Meeting convened by notice specifying the proposed alteration.

ADOPTION OF CONSTITUTION

40. This Constitution shall be considered adopted by resolution passed by a majority of three-fourths of the members present and entitled to vote at an Annual or other General Meeting convened by notice specifying its adoption.

END OF DOCUMENT

DOCUMENT HISTORY

Version: 2.0

Date: adopted 3 Dec 2023

Changes made: 1. Addition of new logo on front page

2. General removal of all gender specific references e.g., he/his to they, their.
3. Addition of membership types – Non-Riding, Committee and Life.
4. Annual membership determined by Committee and reported at the AGM, in place of AGM determining this.
5. Cessation of membership simplified according to current constitution example for incorporated bodies.
6. Removal of references to use of postal services replaced with electronic means for communications.
7. Removal of cheque payments replaced with EFT or cash.
8. Additional statement re audit requirements with reference to annual turnover and relevant state government legislation.
9. Addition of Document History and version control.

Version: Original version not numbered but with date of adoption only

Date: adopted 1 Jun 2014