



AORAKI WESTERN RIDING CLUB INCORPORATED CONSTITUTION

1. Constitution and name

The Constitution outlines the structure, duties and responsibilities of Aoraki Western Riding Club Incorporated. The name of the Club is the Aoraki Western Riding Club Incorporated (“the Club”).

2. Objects

The primary object for which the Club is established is to promote, foster and encourage the sport of Western Riding and horsemanship in the Aoraki region.

2.1 More specifically, the Club's objects are to:

- 2.1.1 To encourage western riding as a sport and recreation, to promote good sportsmanship/fellowship amongst riders and to improve and maintain the standard of riding and horsemanship;
- 2.1.2 To organize instructional meetings, lectures and competitive events and other activities deemed to further the objects of the Club;
- 2.1.3 To be affiliated to NZWRF and to support and co-operate with recognised organisations interested in the breeding and use of all breeds and types of horses;
- 2.1.4 To do any other thing which the members consider necessary or helpful to promote the objects of the Club.

2.2 Regardless of any other provision, the Club shall not expend any money:

- (a) Other than to further the objects of the Club,
- (b) On any purposes out of New Zealand,
- (c) For the sole personal or individual benefit of any Member.

3. Powers

In addition to the powers provided by the general law of New Zealand or contained in the Incorporated Societies Act 1908, the powers which the Executive Committee may exercise in order to carry out its objects are as follows:

3.1 To Run Events and Activities

To run or host events, training, workshops, competitions and any other activities which promote the sport of Western Riding and Horsemanship in the Aoraki region;

3.2 Affiliations

To work with, support and/or affiliate with any other organisations involved with this or any related sport;

3.3 Use of Funds

The Executive Committee may use its funds to pay the costs of expenses of furthering or carrying out its objects, and for that purpose may contract such people.

3.4 Receive Donations

To accept any property, goods, services or money donated to the Club, provided that it is not subject to any condition that is inconsistent with the achievement of the objects of the Club;

3.5 Solicit Funding and Fees

To solicit, receive, enlist and accept financial grants, fees or other support from individuals and groups, authorities and government, provided that this is not subject to any condition that is inconsistent with the achievement of objects of the Club;

3.6 Deal with Land and Property

To purchase, take on, lease or in exchange or hire or otherwise acquire any real or personal property and any rights or privileges which the Club thinks necessary or relevant in order to attain the objects of the Club and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges;

3.7 Contracts

To liaise, negotiate, work with, affiliate with, enter into and be party to contracts and agreements with any party or organisation and on any terms as the Executive Committee thinks fit;

3.8 Indemnities and Guarantees

The Members shall indemnify, guarantee and secure any Club or person against debt or liability incurred or undertaken on behalf of the Club and against any costs, losses or expenses in connection with the affairs of the Club, and in connection with same to charge the assets of the Club;

3.9 Payment of Members' Costs and Expenses

Subject to Clause 3.13 and 9.5 of this Constitution, to pay or reimburse from the Club's funds any costs or expenses incurred in the course of the Executive Committee members, general members or volunteers discharging or exercising any of their powers and duties;

3.10 Payment of Honoraria to Office-bearers

Subject to clause 3.13 and 9.5 of this Constitution, to decide the amount of any honorarium which may be paid.

3.11 Make Bylaws, Regulations, Policies or Rules

The Executive Committee may make, adopt or amend any bylaws, regulations, policies or other rules designed to support the running of the Club or any events or activities of the Club.

3.12 All Other Things

To do all things as the Executive Committee may consider necessary or desirable to give effect to and attain the charitable objects of the Club.

3.13 Pecuniary Gain Prohibited

3.13.1 Regardless of any other provision, the Club shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual benefit of any Member.

3.13.2 Any transactions between the Club and any Member or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Club would deal with third parties not associated with the Club, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,

- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

4. Membership

4.1 Members

- 4.1.1 Any person may become a member of the Club provided,
 - (a) that person agrees with the objects of the Club, and
 - (b) that person has the approval of the Executive Committee, and
 - (c) that person agrees to comply with any current membership rules and policies of the Club.
- 4.1.2 All members shall have access to the Club's current constitution, together with any other relevant policies, bylaws or rules, anytime.
- 4.1.3 The classes of membership and the method by which members are admitted to different classes of membership is as follows:

- (a) **Adult Member**

An Adult Member is an individual aged 18 years or over, who has been admitted to membership under Rule 4 and who has not ceased to be a member under any other Rule.

All financial adult members shall be entitled to:

- (i) attend general meetings of the Club,
- (ii) be notified of general meetings of the Club,
- (iii) cast one vote at general meetings of the Club,
- (iv) propose motions for consideration at general meetings of the Club,
- (v) have access to any amendments to the Club's constitution, bylaws, rules or policies;
- (vi) be elected or co-opted and serve on the Executive Committee of the Club, and
- (vii) have access to the minutes of general meetings (other than meetings held "in Executive Committee") of the Society.

- (b) **Youth Member**

A Youth Member is an individual aged up to 17 years (inclusive), who has been admitted to membership under Rule 4 and who or which has not ceased to be a member under any other Rule. Youth age shall be computed as from 1st August each year and shall be maintained throughout the entire year.

All financial youth members shall be entitled to:

- (i) attend general meetings of the Club,
- (ii) be notified of general meetings of the Club,
- (iii) propose motions for consideration at general meetings of the Club,
- (iv) act as a Youth Representative without voting rights on the Executive Committee of the Club, and
- (v) have access to any amendments to the Club's constitution, bylaws, rules or policies;
- (vi) have access to the minutes of general meetings (other than meetings held "in Executive Committee") of the Society.

(d) **Family Member**

A Family Membership is two adults and any children under the age of 18 and living at the same address, who have been admitted to membership under Rule 4 and which has not ceased to be a member under any other Rule.

All financial Family Memberships shall be entitled to:

- (i) attend general meetings of the Club,
- (ii) be notified of general meetings of the Club,
- (iii) cast two votes at general meetings of the Club,
- (iv) propose motions for consideration at general meetings of the Club,
- (v) have access to any amendments to the Club's constitution, bylaws, rules or policies;
- (vi) have access to the minutes of general meetings (other than meetings held "in-Committee") of the Society.

The adult members of the family shall be eligible to serve on the Executive Committee of the Club.

(e) **Life/Honorary Member**

A Life Member is a person honoured for meritorious services to the Club after recommendation by the Executive Committee and election as a Life/Honorary Member by resolution of a two-thirds majority of members present and voting and at the Annual General Meeting. A Life Member shall have all the rights and privileges of an Adult Member and shall be subject to all the same duties except of paying subscriptions or fees.

4.2 Membership Details

- 4.2.1 The Secretary shall keep a membership register of all members recording their names, addresses, email addresses and telephone numbers and any other information which the Executive Committee consider relevant to membership.
- 4.2.2 All members shall advise the Secretary of any change of contact details. The Club shall not be responsible for any lost notices if this has not been observed.

4.3 Membership Applications

- 4.3.1 Applicants for membership as Adult Members, Youth Members, or Family Membership shall complete any membership application form provided by the Executive Committee and supply such information as may be required by the Executive Committee.
- 4.3.2 All membership applications shall be made in writing on the form provided by the Club.
- 4.3.3 The Executive Committee shall consider the application for membership and shall advise the applicant of its decision.
- 4.3.4 The applicant shall be entitled to appeal an Executive Committee decision to refuse membership. The applicant must notify the Executive Committee in writing of his or her decision to appeal. The decision of the Executive Committee shall be final.

4.4 Conduct of Members

All Members shall promote the interests and the objects of the Club and shall do nothing to bring the Club into disrepute.

4.5 Cessation of Membership

- 4.5.1 Any Member may resign at any time by giving written notice to the Secretary. The Secretary will maintain a record of resignations.
- 4.5.2 Any Member who has, in the opinion of the Executive Committee:
 - (i) wilfully disobeyed any of the rules of the Club, or
 - (ii) acted in a way which is derogatory to the character or prejudicial to the interests and objects of the Club, may be suspended, expelled, or censured by a two-thirds majority of Executive Committee Members present and voting at an Executive Committee Meeting of the Club. Any disciplinary action shall be taken in accordance with the disciplinary policies of the Club.
- 4.5.3 Any Full Member whose subscription is one (1) calendar month overdue will cease to be a Member in accordance with rule 4.6.3.

4.6 Subscriptions and Membership Fees

- 4.6.1 An annual subscription or membership fee may be charged for each class of membership. The amount of any subscription or membership fee shall be set by resolution of the members at the Annual General Meeting of the Club.
- 4.6.2 The annual subscription shall be payable by the first day of July. Any new members joining the Club on or after the first day of April shall be deemed to have paid his or her subscriptions for the ensuing year.
- 4.6.3 Any Member failing to pay the annual subscription or any levy within one (1) calendar month of the date the same was set shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid. The Member in arrears shall have his or her name removed from the membership list after written notice to that effect has been sent to his or her. He or she shall be deemed to have ceased to be a Member until all arrears are paid in full.

5. General Meetings

- 5.1 The Club may hold General Meetings and Annual General Meetings. General meetings may be attended by all Members of whatever class of membership.
- 5.2 At least fourteen (14) days notice of Annual General meetings shall be given to all Members eligible to attend that meeting. The notice will include the date, time and place of meeting. Notice may be in writing, or by phone or email. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 5.3 General Meetings may be called by the Executive Committee or by a written request signed by not less than five (5) members and delivered to the Secretary. The written request must specify the business to be discussed. The Secretary shall give all members fourteen (14) days notice of such a meeting and shall specify in such notice matters to be dealt with at the meeting.
- 5.4 The quorum for General Meetings and Annual General Meetings would be 3 members of the Executive Committee plus 3 others.
- 5.5 All General meetings shall be chaired by the President. In the absence of the President the meeting will elect a person to chair the meeting from the members present.
- 5.6 All questions will, if possible, be decided by consensus. Where a consensus cannot be reached, a decision will be made by majority vote. Each Member eligible to attend that meeting shall be entitled to one vote. The President will have both a deliberative and a casting vote if the vote is tied.
- 5.7 Voting at all General Meetings shall be by show of hands unless Members indicated an alternative preference. If any member requests a secret ballot, then a secret ballot will be held.
- 5.8 Any Member wishing to give notice of any motion for consideration at any General Meeting may forward written notice of the same to the Secretary no fewer than seven (7) days before the date of the meeting. The Executive Committee may consider all such notices of motion and provide recommendations to Members in respect of these. Alternatively, any Member can present a motion for consideration from the floor at the meeting.

6. Annual General Meetings

- 6.1 The Annual General Meeting shall be held within three months of the end of the financial year at a date, time and place to be fixed by the Executive Committee.
- 6.2 The business of the Annual General Meeting shall be:
 - (a) To receive, and if approved, adopt the minutes of the previous AGM,
 - (b) To receive, and if approved, adopt the Annual Report of the President,
 - (c) To receive, and if approved, adopt a statement of the Club's Accounts to the end of the preceding year,
 - (d) Election of Executive Committee,
 - (e) Election of Officers,
 - (e) Setting of the subscriptions for the year,
 - (f) Motions of which notice has been given,

- (g) General business,
 - (h) Appoint of any reviewer, if required, and
 - (i) Conduct of any other business which may be properly brought before the meeting.
- 6.3 Copies of the annual report and statement of accounts shall be available to all members immediately prior to the commencement of the Annual General Meeting.

7. The Executive Committee

7.1 The Executive Committee will be composed of the following office holders:

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer
- (v) Events Director

7.2 The Executive Committee shall have the power to co-opt additional members to serve on the Executive Committee for any special purpose or purposes. The Executive Committee shall have the power to fill any vacancies that arise on the Executive Committee or among its named officers until the next Annual General Meeting.

7.3 The Annual General Meeting shall elect the President, Vice President, Secretary, Treasurer and Events Director. The positions of any two of the offices may be shared. The positions of any two of the offices may be combined with the exception of Secretary and Treasurer.

7.4 Nominations for the Executive Committee and Office Holders and may be by way of written nomination by a current Member and endorsed with the consent of the nominee and given to the Secretary at least seven (7) days before the day of the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Executive Committee, oral nominations may be received from the floor at the Annual General Meeting, provided that no member will be elected who has not consented to being nominated.

7.5 Elected members shall retire at each Annual General Meeting but will be eligible for re-election at the same or subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.

7.6 The quorum for Executive Committee meetings is three.

7.7 All Executive Committee meetings shall be chaired by the current President of the Executive Committee. In the absence of the President, the meeting will elect a person to chair the meeting from the members present.

7.8 All questions will, if possible, be decided by consensus at an Executive Committee meeting. Where a consensus cannot be reached, a decision will be made by majority vote. Each eligible member attending that meeting shall be entitled to one vote. The President will have a casting vote if the vote is tied. Proxy votes shall be accepted.

7.9 Voting at all Executive Committee Meetings shall be by show of hands unless Members indicated an alternative preference. If any member requests a secret ballot, then a secret ballot will be held.

7.10 An Executive Committee member shall cease to hold office if he or she is no longer a financial member of the Club.

- 7.11 The Executive Committee may appoint sub-committees, and delegate work to them, but such sub-committees shall have no power to commit the Club to any financial expenditure without the express authority of the Executive Committee.
- 7.12 No act or proceeding of the Executive Committee shall be invalidated as a result of:
- 7.12.1 there being a vacancy in the membership on the Executive Committee, or
 - 7.12.2 there being a defect in the entitlement for office of any member of the Executive Committee provided that any decision made by that Executive Committee is ratified by the membership at the next general meeting of the Club.
- 7.13 The Secretary will ensure that a minute book is maintained which is available to any member of the Club and which, for each meeting of the Executive Committee meeting and General meeting records.
- 7.13.1 the names of those present
 - 7.13.2 all decisions which are required by the Constitution or by law to be made by the Club; and
 - 7.13.3 any other matters discussed at the meeting, other than those discussed 'in Executive Committee'.
- 7.14 Any resolution of the Executive Committee will be binding on all Members. The Executive Committee will at all times be bound by the decisions of the members at General Meetings.
- 7.15 Other than as stated in law or in these Rules, the Executive Committee may regulate its proceedings as it thinks fit.

8. Registered Office

The Registered Office of the Organisation shall be at such place as the Executive Committee shall from time to time decide.

9. Control and Use of Funds

- 9.1 The financial year of the Club will be from the 1st April to 31st March the following year.
- 9.2 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Club's financial position, report on the Club's financial position as required at Executive Committee meetings, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting.
- 9.3 The Executive Committee shall maintain New Zealand based bank accounts in the name of the Club and any withdrawals shall be authorised by any two of the Executive Committee.
- 9.4 All money received on account of the Club shall be banked as soon as reasonably possible in accordance with any financial policies of the Club.
- 9.5 All accounts paid or for payment shall be submitted to the Executive Committee for approval of payment in accordance with any financial policies of the Club.
- 9.6 The Executive Committee may appoint a reviewer to check the annual accounts of the Club and provide a certificate of correctness of the same.

10. Indemnity

- 10.1 No Member of the Executive Committee shall be liable for the acts or defaults of any other Officer or member of the Executive Committee or any loss occasioned thereby, unless caused by their wilful default or wilful acquiescence.

- 10.2 The Executive Committee Members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than those resulting from their wilful default.
- 10.3 It is deemed to be a term of every contract entered into by or on behalf of the Club that the Club alone is liable for any debts or obligations under the contract, and that no member or Executive Committee member of the Club is under any personal liability.

11. Alteration of Rules

- 11.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those members present and voting, provided that no change shall be made to rules 2, 3.13, 11 or 13 without the prior approval of Inland Revenue.
- 11.2 Ten (10) working days' notice of intention to hold a meeting to vote on changes to the constitution must be given to all members. Copies of the proposed changes will be made available to any interested Member.
- 11.3 If the Club is an incorporated entity, alterations shall be registered with the Registrar of Incorporated Societies within two months of the date of alteration.

12. Common Seal

- 12.1 The Common Seal of the Club will be kept in the custody and control of the Secretary.
- 12.2 When required, the Common Seal will be affixed to any document following a resolution of the Executive Committee and will be signed by the Convener or Secretary or other person appointed by the Executive Committee.

13. Winding Up

- 13.1 The Club may be wound up if:
- 13.1.1 a resolution is passed that the Club be wound up by a majority of Members present and voting at a general meeting and the resolution is confirmed at a subsequent general meeting called for that purpose which is held not earlier than fifteen days after the date on which the resolution to be confirmed was passed, or
 - 13.1.2 the objects of the Club shall fail or be frustrated.
- 13.2 On the winding up of the Club all surplus assets after the payment of costs, debts and liabilities will be:
- 13.2.1 given to some other organisation within New Zealand having similar purposes to the Club and which is exempt from income tax under section CW 39 of the Income Tax Act 2004 or amendment thereof, and/or
 - 13.2.2 give to some other local charity or charities; and/or
 - 13.2.3 given to any other charitable purpose recognised under New Zealand law.
 - 13.2.4 if the Members are unable to make a decision as to distribution, the remaining assets will be disposed of in accordance with the directions of the High Court.
- 13.3 No surplus assets may be applied for or to the personal benefit of any member