

## **The Rules of Way of the Horse Coaching Incorporated**

### 1 Name

The name of the incorporated Association is "Way of the Horse Coaching Incorporated" referred to herein as "the Association"

### 2 Definitions

'ACT' means the Associations Incorporation Act 1985 (SA)

'Committee' means the committee of management of the Association

'General meeting' means a general meeting of members of the Association convened in accordance with these rules

'Member' means a member of the Association

'Month' shall mean a calendar month

'Special Resolution' means a special resolution defined in the Act 'the Act' means the Associations Incorporation Act 1985(SA)

'the Regulations' means Associations Incorporation Regulations 2023(SA)

### 3 Objects or purposes of the Association

#### Purpose of Association

(1) To relieve those in need (in particular but not limited to persons with physical, mental, intellectual disabilities, those with emotional challenges and those persons with social disadvantages, by promoting wellbeing through the provision of equine-assisted learning and educational activities that may also involve other animals.

(2) To promote humane behaviour towards animals by providing appropriate care, protection, treatment and security for animals which are in need of care and attention by reason of sickness, maltreatment, poor circumstances or ill-usage and to educate the public in matters pertaining to animal welfare in general and the prevention of cruelty and suffering among animals

In sub-clause (1),

"emotional challenges" will encompass those beneficiaries who have low self-esteem or self-confidence, or have difficulty with communication and relationships or in regulating emotions (such as anger, anxiety and sadness), or who lack emotional stability and resilience.

"social disadvantages" will encompass those beneficiaries who experience social or educational exclusion or lack of opportunity.

## 4 Powers of the Association

For the purpose of carrying out its objects, the Association may

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys—
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by the rules of the Association and
- (e) borrow money upon such terms and conditions as the Association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

## 5. Membership

5.1 The Association may resolve to have membership for any person who supports the objects of the Association and agrees to be bound by its rules and who applies for membership of the Association shall be proposed by one member and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the Association.

### 5.2. Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. A register of members must be kept and contain:

- a) the name and address of each member
- b) the email address of each member
- c) the phone number of each member
- d) the date on which each member was admitted to, or resigned from, the Association
- e) the date of and reason(s) for termination of membership (if applicable).

### 5.3. Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, a member can be removed from office and or expelled from the Association for conduct prejudicial to the Association.
- b) Particulars of the charge shall be communicated to the member at least two weeks 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 5.5d 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 5.5d 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.

### 6. Committee powers and duties

- a) The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- b) The committee has the management and control of the funds and other property of the Association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

d) The committee shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with CBS).

## 6.1 Appointment.

a) A committee member shall be a natural person.

b) The committee shall be comprised of a Chairperson, Public Officer, Secretary, Treasurer and other roles as deemed necessary to meet the objectives of the Association. .

c) The first committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. All committee positions shall be subject to re-election at each AGM.

d) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

e) Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

f) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination.

## 6.2 Proceedings of committee

a) The committee shall meet together for the dispatch of business at least quarterly . The Association should settle on how often meetings are to be held.

b) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a deciding vote.

c) A quorum for a meeting of the committee shall be one half of the members of the committee.

d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

### 6.3 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a corporate member

### 7 The seal

The Associations seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Public Officer and the secretary.

### 8 Meetings

#### Annual general meetings

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
- the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - the election of committee members
  - the appointment of auditors (if required)

- the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- any other business requiring consideration by the Association in a general meeting

### 8.1 Special general meeting

The committee may call a special general meeting of the Association at any time.

### 8.2 Special General Meeting if there is a membership of the Association.

a) If the Association has resolved to have a membership then upon a requisition in writing of not less than 5% of the total number of members of the Association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

b) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

c) If a special general meeting is not convened within one month, as required by 8.1 above, the requisitionists or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

### 8.2 Notice of general meetings

a) Notice of general meetings shall be given to committee members by at least 14 days notice of any general meeting. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

c) A notice may be given by the Association by serving the committee member with the notice personally, or by sending it by email or post to the address of the committee member.

d) Where a notice is sent by post:

- the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
- unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

e) In the event that the Association resolves to have members then the committee shall at the same time amend these rules to prescribe the process by which the members shall be given notice of general meetings and special general meeting.

### 8.3 Proceedings at general meetings

a) Four committee members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

b) If within 30 minutes after the time appointed for the meeting a quorum of committee members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

c) Subject to 8.3d, the chairperson shall preside as chairperson at a general meeting of the Association.

d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

### 8.4 Voting at general meetings

a) Subject to these rules, every person present has only one vote at a meeting of the Association.

b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority who vote in person or, where proxies are allowed, by proxy, at that meeting.

c) A question for decision at a general meeting must be determined by a show of hands.

d) Where these rules or the Act require a special resolution the following shall apply

- (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the committee; and
- (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the committee as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting;

## 9 Minutes of a general meeting

- a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 10 Dispute resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between
  - a member and another member
  - a member and the Association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

## 11 Financial reporting

- a). The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- b) The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- c) As per Section 35(6) of the Act, the accounts, and if applicable the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before the annual general meeting.

## 12 Prohibition against securing profits for committee members

Section 55 of the Act provides a prohibition against securing profits for members.

## 13 Rules

- a) The Act provides that an alteration to a rule may be made by special resolution of the Association unless other provision is made in the rules. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the resolution is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by CBS.
- b) If applicable, the periodic (annual) return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.
- c) The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association. Any remuneration paid to members shall be at reward in force at the time of payment of such remuneration.
- d) These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

e) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.

f) The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

#### 14 Winding up

The Association may be wound up in the manner provided for in the Act. Winding up will be passed by a special resolution by the members of the Association and in accordance with the Act.

#### 15 Application of surplus assets

a) If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

b) Such organisation or organisations shall be identified and determined by a resolution in a general meeting.

Dated 8 March 2024.