



**HARNESS BREEDERS NSW  
INCORPORATED**

# **CONSTITUTION**

**JANUARY 2022**

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## PART 1

### 1. Preliminary

#### 1.1 Name

The name of the Association shall be **HARNESS BREEDERS NSW Incorporated** (“the Association”) – Registration No. INC9874509.

The Association was formed on 15 March 1951.

The Association was incorporated on 26 May 2000.

### 2. Objectives

The Association is a non-profit making organization and no member shall have any beneficial interest in the Association or its funds. The objectives of the Association shall be:

- a. To protect, promote, foster and improve the interests of breeders of Standardbred horses in the state of New South Wales, Australia.
- b. To encourage awareness of the need through selective breeding, to continually improve the speed, gait, temperament and stamina of the Standardbred horse.
- c. To consider and lend support, where considered necessary, to those innovations which maintain or improve the image, performance, purity, authenticity, standard or soundness of the breed.
- d. To establish lines of communication with various selling organizations, designed towards the satisfaction of breeders, in continued betterment of sale procedures and conditions thereof and conducive to the best obtainable results.
- e. To accept any gift or legacy.
- f. To support and subscribe to any public body, institution, society or association or club, which may be for the benefit of the harness racing industry.
- g. To promote and foster the interest of exhibitors in Standardbred lead-in classes at Agricultural Shows.
- h. To further the sport of harness racing generally.
- i. To make recommendations to Harness Racing NSW in relation to matters appertaining to the breeding of Standardbred horses.
- j. To affiliate with any National or State Standardbred Breeders organization, for the benefit of the Association if deemed fit by the members.
- k. To do all other lawful things as may appear to be incidental or conducive to the attainment of the above objects *or* any of them.

### 3. Definitions

In this Constitution:

**Act** means the *Associations Incorporation Act 2021*.

**Annual General Meeting** means a meeting of members convened under Section 9.

**Association** means Harness Breeders NSW Inc, being an Association registered under the *Associations Incorporation Act 2021*.

**Committee** means the governing body which is the Association's Committee of management for purposes of the Act.

**Committee Member** means a member of the committee who is not the Chairperson, Deputy Chairperson, Secretary or Treasurer of the Association.

**Controlling Authority** means Harness Racing New South Wales (HRNSW) constituted by the *Harness Racing Act 2009*.

**Director-General** means the Director-General of the Department of Services, Technology & Administration, or the relevant New South Wales (NSW) Government Department in place at the time.

**Financial Year** means the year ending on 31 August each year.

**General Meeting** means a meeting at which all members of the Association are entitled to be present.

**Harness Racing Act** means the *Harness Racing Act (2009)*.

**Member** means a member from time to time being as defined in Section 6 of this Constitution.

**Ordinary Committee Member** means a member of the Committee who is not an office-bearer of the Association.

**Ordinary Resolution** means a resolution passed in accordance with Section 38 of the Act.

**Public Officer** means the person appointed under Section 34 of the Act.

**Registered Post** means the mode of registration of mail as determined by Australia Post or its' equivalent from time to time.

**Regulation** means the *Associations Incorporation Regulation 2021*.

**Secretary** means:

- (a) The person holding office under this Constitution as Secretary of the Association; or
- (b) If no such person holds that office – the Public Officer of the Association.

**Special General Meeting** means a general meeting of the Association other than an annual general meeting.

**Special Resolution** means a resolution passed in accordance with Section 39 of *the Act*.

### 4. Interpretation

In this Constitution:

- a. a reference to a function includes a reference to a power, authority and duty; and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- 4.1 The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the *Act*.
- 4.2 A reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under this Constitution.
- 4.3 Where pursuant to this Constitution a payment of a specific sum of money is to be made, then, unless the contrary intention appears, that sum is expressed to be exclusive of any Goods & Services Tax (GST) which may also be payable in addition to that sum.
- 4.4 Words importing the singular include plural and vice versa.
- 4.5 Words importing any gender include the other genders.
- 4.6 Headings are for convenience only and shall not be used for interpretation.
- 4.7 References to persons include natural persons, corporations and bodies politic, and any legal representatives, successors and permitted assigns of that person.
- 4.8 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).
- 4.9 Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing words or reproducing words in a visible form, including messages sent by electronic means.

## **5. Enforceability**

- 5.1 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase shall be read down for the purpose of that jurisdiction, if possible, so as to be valid or enforceable.
- 5.2 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.

## **6. Associations Incorporation Act**

- 6.1 Where, in relation to any matter, this Constitution makes no provision, the provisions of the Model Constitution of the *Associations Incorporation Act 2021*, shall in relation to that matter, be deemed to be included in this Constitution.
- 6.2 Any Object or Rule of the Association has no effect if it is inconsistent with the *Associations Incorporation Act 2021* or contrary to law.



## PART 2

### 7. Membership

#### 7.1 Membership Generally

- (a) Membership of the Association shall be **Ordinary** and **Honorary Life Member**.
- (b) Each class of Membership shall, unless otherwise determined by the Committee, bestow on its' Members the right:
  - to attend and vote at any General Meeting of the Association.
  - to be eligible for election to the Committee of the Association.

#### 7.2 A person is eligible to be a Member of the Association if:

- (a) the person is a natural person; and
- (b) is at least eighteen (18) years of age; and

#### 7.3 A person is taken to be a Member of the Association if:

- (a) the person is a natural person; and
- (b) is at least eighteen (18) years of age; and

### 8. Effects of Membership

Members acknowledge and agree that:

- 8.1 This Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and Regulations.
- 8.2 They shall comply with and observe this Constitution and the Regulations;
- 8.3 By submitting to this Constitution and the Regulations, they are subject to the jurisdiction of the Association;
- 8.4 This Constitution and the Regulations are necessary and reasonable for promoting the Objects;
- 8.5 They are entitled to all benefits, advantages, privileges and services of their Membership as determined by the Committee; and
- 8.6 Where the Committee considers or is advised that a Member has allegedly:
  - (a) Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, or any resolutions or determination of the Association;
  - (b) Acted in a manner prejudicial to the objectives and interest of the Association and/or harness racing;



(c) Bought the Association, any harness racing club or harness racing into disrepute,

The Association may after allowing the Member a reasonable opportunity to explain, adjudicate and if necessary, penalize the Member with such penalty as it thinks appropriate.

## 9. Classes of Membership

There shall be two (2) classes of Membership, namely:

- 9.1 **Ordinary Members** - who will be entitled to all privileges of the Association and shall have the right to vote at all General Meetings of the Association and in any election held to determine the composition of any in-coming Committee and on any other question on which an expression of opinion by Members generally is sought by way of a vote.
- 9.2 **Honorary Life Members** – being those persons on whom the distinction of Honorary Life Membership is conferred by an Annual General Meeting of the Association. Honorary Life Members shall have the same rights and privileges as Ordinary Members.

## 10. Application and Renewal of Membership

- 10.1 An application of a person for membership of the Association:
- (a) Must be made using the appropriate Membership Form (including by email or other electronic means, if the Committee so determines) in the Form set out in **Appendix 1** to this Constitution; and
  - (b) Must be lodged (including by electronic means, if the Committee so determines) with the Secretary of the Association.
  - (c) Membership paid through annual Licensing Renewal / Harness Racing NSW.
- 10.2 The Secretary must, on payment by the nominee of the amount/s referred to in sub-clause (3)(b) within the period referred to in that provision, enter or cause to be entered, the nominee's name and contact details into the Register of Members and on the name being so entered, the nominee becomes a Member of the Association.
- 10.3 The Committee will not appoint new members to the Association within thirty (30) days of the Annual General Meeting.
- 10.4 The Committee will have full right to accept or reject any application for Membership and in the event of rejection, it need not give reason/s for doing so;
- 10.5 In the case of any rejected application for Membership, any fee paid in respect thereof will be

refunded in full. The Member has no right of appeal.

## 11. Cessation of Membership

11.1 A person ceases to be a Member of the Association, if the person:

- (a) Dies;
- (b) Resigns Membership;
- (c) Is expelled from the Association;
- (d) Is warned off or disqualified under the Rules of Harness Racing or the *Harness Racing Act 2009*;
- (e) Is convicted in New South Wales, of an offence that is punishable by imprisonment for 12 months or more, or convicted elsewhere other than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable;
- (f) Is an undischarged bankrupt or is taking advantage of the laws in force for the time being related to bankruptcy;
- (g) Becomes mentally incapacitated;
- (h) Is listed on an Unpaid Forfeits List.

## 12. Membership entitlements not transferrable

12.1 A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates on cessation of the person's Membership.

## 13. Resignation of Membership

13.1 A Member may resign from the Association at any time by notice in writing (including by email or other electronic means, if the Committee so determines) forwarded to the Secretary but he/she shall not be entitled to any refund of subscription or levies, forfeit all rights whatsoever against the Association and all claims as a Member against any other Member, other than in respect of loans.

13.2 If a Member ceases to hold Membership, the Honorary Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

13.3 Any Member who ceases to hold Membership shall not be entitled to a refund of any annual subscription which they have paid. Upon ceasing to be a Member, a person shall not be relieved of their liability to pay any money then due by them to the Association and the Committee may take such

action as it sees fit, to recover such money.

## 14. Register of Members

14.1 The Public Officer of the Association must establish and maintain a Register of Members of the Association – in electronic format, specifying:

- (a) The name and postal or residential address of each person who is a Member of the Association;
- (b) The email address of the member if appropriate;
- (c) The date on which the person became a Member;
- (d) The date of cessation of Membership;
- (e) Any other information determined by the Committee.

14.2 The Register of Members must be kept:

- (a) In electronic format, stored in the Association's, secure Google Drive.
- (b) If a Member requests that information contained in the Register about another Member (other than the Member's Name) – this information must NOT be made available for inspection.

## 15. Fees & Subscriptions

15.1 Honorary Life Members of the Association shall not pay any fees.

15.2 A Member of the Association must pay an annual membership fee of \$1 or, if some other amount, is determined by the Committee, that other amount.

15.3 The Membership Year of the Association is 1 January to 31 December of each year.

15.4 The Committee shall have the right to vary rules in favour of a Member who has renewed/joined during the eight (8) weeks immediately preceding the first day of September.

## 16. Members Liabilities

16.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association.

## 17. Resolution of Disputes

- 17.1 A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 17.2 If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 17.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## 18. Disciplining of Members

- 18.1 A complaint may be made to the Committee by any person that a Member of the Association:
- (a) Has refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) Has willfully acted in manner prejudicial to the interests of the Association;
  - (c) Failed to comply with a resolution or determination of the Committee or any duly authorized Committee;
  - (d) Brought the Association into disrepute;
  - (e) Failed to pay any outstanding monies including Membership Fees;
  - (f) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 18.2 If the Committee decides to deal with the complaint, the Committee:
- (a) Must cause Notice of the complaint to be served on the Member concerned; and
  - (b) Must give the Member at least fourteen (14) days from the time the Notice is served within which to make submissions to the Committee in connection with the complaint; and
  - (c) Must take into consideration, any submissions made by the Member in connection with the complaint.
- 18.3 If the Committee resolves to deal with the complaint it may deal with the matter itself or may appoint a Judiciary Committee, which need not be comprised of Committee Members, to deal with any disciplinary matter referred to it.
- 18.4 If a Judiciary Committee is appointed, it shall consist of three (3) members, all with relevant experience and shall be selected by the Committee as required.
- 18.5 If a Judiciary Committee is appointed, it shall present its findings and recommendations or submissions to the Committee.
- 18.6 The Committee may, by resolution, expel the Member from the Association or suspend the Member

from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

18.7 If the Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, the reasons given by the Committee for having taken that action and of the Member's right of Appeal under Clause 17.

18.8 The expulsion or suspension does not take effect:

(a) Until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

(b) If within that period, the Member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 17, whichever is the later.

## **19. Penalties that may be imposed**

19.1 The Committee may impose the following penalties:

(a) Reprimand;

(b) Suspension of such activities, on such terms and for such period as the Committee thinks fit;

(c) Exclusion from a particular activity, event or events;

(d) Expulsion;

(e) Fines, imposed in such manner and in such an amount as the Committee thinks fit;

(f) Such combination of any of the above penalties as the Committee thinks fit.

## **20. Right of appeal of disciplined Member**

20.1 A Member may appeal to the Association in a General Meeting, against a resolution of the Committee under Clause 17, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary, a Notice to that effect.

20.2 The Notice may, but need not, be accompanied by a statement on the grounds on which the Member intends to rely for the purposes of the appeal.

20.3 On receipt of a Notice from a Member under sub-clause (1), the Secretary must notify the Committee which is to convene a General Meeting of the Association to be held within 28 days after which the Secretary received the Notice.

20.4 At a General Meeting of the Association convened under sub-clause (3):

- (a) No business other than the question of the appeal is to be transacted; and
- (b) The Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) The Members present are to vote by secret ballot, on the question of whether the resolution should be confirmed or revoked.
- (d) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

## **21. Privileges of Membership**

21.1 Subject only to restrictions and limitations imposed by or contained in this Constitution, the privileges of a Member shall be:

- (a) The right to attend and vote at the Annual General Meeting and all Special and General Meetings.
- (b) Eligibility for election to the Committee of the Association.
- (c) Eligibility for Annual Awards, Bonuses and Prizes

## **22. Minimum Number of Members**

The Association must have a minimum of at least five (5) active, Ordinary Members.

## PART 3

### 23. The Committee

#### 23.1 Powers of the Committee

Subject to the Act, the Regulations and this Constitution and to any resolution passed by the Association in a General Meeting, the Committee:

- (a) Is to control and manage the affairs of the Association; and
- (b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association; and
- (c) Has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) Shall have the power to appoint any Member of the Association to the office of Life Member in recognition of their service to the Association, the Standardbred Horse or its' Breeders or for any other reason the Committee, in the exercise of its' discretion, deems fit.
- (e) May employ paid officers as it may from time to time determine.

### 24. Expenditure Limits

24.1 Expend the funds of the Association in such a manner as it shall in its discretion deem expedient in the interests of the Association. Provided however, that the Committee shall not have the power to authorize the expenditure of more than the sum of \$10,000 on any one project or item without the consent of a General Meeting.

24.2 Expend any sum greater than \$10,000 provided at least seven (7) days prior notice is given to the Committee for its approval. The said Notice shall show the proposed purpose of the expenditure;

24.3 In relation to the above amounts, these shall be increased each year by the lesser percentage as detailed in (a) and (b) below:-

- (a) The same percentage increase as the Consumer Price Increase for the period of the year immediately preceding the Annual General Meeting; or
- (c) Or five percent (5%) immediately following the Annual General Meeting.

## 25. Appointment of Sub-Committees

If Sub-Committees are formed, they shall assist the Committee in carrying out the business of the Association. Such sub-Committees shall have no authority to transact any business other than that referred to them. Any recommendation or resolution made by a sub-Committee, shall be recorded as business of the Committee.

## 26. Delegation by the Committee to Sub-Committees

26.1 The Committee may delegate from time to time, by instrument in writing, one or more sub-Committees as it deems necessary or expedient (consisting of such member or members of the Association as the Committee deems fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) This power of delegation; and
- (b) A function which is a duty imposed on the Committee by the Act or by any other law;
- (c) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation;
- (d) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation;
- (e) Despite any delegation under this clause, the Association may continue to exercise any function delegated;
- (f) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee;
- (g) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause;
- (h) A sub-Committee may meet and adjourn as it thinks proper.



## **27. Interpretation of Constitution & Regulations**

- 27.1 The Committee shall interpret the Constitution and Regulations of the Association, and its decision upon any question of interpretation upon any matter affecting the Association shall be final and binding on the Members.
- 27.2 If required, the Association's Constitution Panel and/or Honorary Solicitor may be consulted for advice.

## **28. Matters not covered by the Constitution or Regulations**

- 28.1 If a matter relating to the affairs of the Association arises which is not provided for by the Constitution and/or Regulations the Committee shall have full power and authority to deal with the matter.
- 28.2 General
- Decide and prescribe what Annual Honorarium be payable to the Honorary Secretary at the last meeting of the Committee preceding the Annual General Meeting, and
- 28.3 Fill any casual vacancy occurring in membership of the Committee and the person so appointed shall continue in office until the next Annual General Meeting of the Association, and
- 28.4 Effect and maintain insurances for the Association.

## **29. Composition & Membership of the Committee**

- 29.1 The Committee is to consist of:
- (a) The Office Bearers of the Association; and
  - (b) Five (5) ordinary Committee members, each of whom is to be elected at the Annual General Meeting of the Association.
  - (c) The total number of Committee Members is to be nine (9).

(d) The Office Bearers of the Association are as follows:

**The President**

**Vice President**

**Treasurer**

**Secretary**

29.2 A Committee Member may hold up to two (2) Offices (other than both the President and Vice President offices).

29.3 Each member of the Committee is, subject to this Constitution, to hold Office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

29.4 Any casual vacancy occurring in the Committee, may be filled by a financial member appointed by the Committee.

29.5 All Ordinary Members of the Association shall be eligible for election to the Committee after a membership period of three months as an Ordinary Member;

29.6 There is no maximum number of consecutive terms for which a Committee Member may hold office;

29.7 All members of the Committee must reside in Australia.

## **30. Election of Committee Members**

30.1 Nominations of candidates for election of the Association as Committee members:

(a) Must be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) Must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

30.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

30.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are

taken to be casual vacancies.

- 30.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 30.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 30.6 The ballot for the election of the Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 30.7 A person nominated as a candidate for election as a Committee Member, must be a financial member of the Association.

## **31. Election of Office Bearers**

- 31.1 The President, Vice President, Treasurer and Secretary shall be elected, in that order, by a ballot of members of the Committee at a Committee meeting to be held immediately following the Annual General Meeting or at the first Committee meeting following the election of the Committee at the Annual General Meeting.
- 31.2 The first Committee meeting to elect the President, Vice President, Treasurer and Secretary must be held within thirty (30) days of the Annual General Meeting.
- 31.3 If two or more candidates for the positions of President, Vice President, Treasurer or Secretary receive the same number of votes for that position, that number being higher than the vote received for any other candidate for the position, then that position shall be determined by a further ballot between those candidates receiving the same number of higher votes. Should this further ballot result in two or more candidates receiving the same number of votes for a position, then the matter is to be determined by drawing lots.
- 31.4 The ballot for the election of the President, Vice President, Secretary and Treasurer shall be conducted under the supervision of the Secretary.
- 31.5 The result of the ballots for President, Vice President, Treasurer and Secretary shall be notified to the members.

## **32. Officer Vacancies**

- 32.1 If there is a vacancy in the office of the President, the position shall be filled by the Vice-President until the next Annual General Meeting. Such period in office as President shall be reckoned as part of the term as Vice President. In any case the Vice President shall be eligible to nominate for the position of President at such Annual General Meeting.
- 32.2 If there is a vacancy in the office of Vice President, Secretary or Treasurer the other Committee Members shall elect by ballot a new Vice President, Secretary or Treasurer from among themselves to hold office until the next Annual General Meeting. Such period of office shall not count as part of the Vice Chairperson's, Secretary's or Treasurer's term.

### 33. Secretary

- 33.1 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 33.2 It is the duty of the Secretary to keep Minutes of:
- (a) All appointments of Office-Bearers and Members of the committee and the names of members of the Committee present at a Committee Meeting or a General Meeting; and
  - (b) All proceedings at Committee Meetings and General Meetings;
  - (c) Keep and maintain the Register of Members;
  - (d) Minutes of proceedings at a Meeting must be confirmed at the next succeeding Meeting;
  - (e) All records kept by the Secretary can be either in written or electronic form;
- 33.3 The Secretary shall attend to all secretarial work of the Association and in particular shall:
- (a) Receive applications for membership, other documents dealing with the Association's activities and advise the particulars of such documents to those concerned;
  - (b) Keep and maintain a register containing the address and relevant contact details of every member of the Association, opposite whose name shall be kept a record of the payment of his/her annual subscription. This register shall not be copied or duplicated without the approval of the President or any two members of the Committee;
  - (c) Conduct all correspondence and carry out all business arising from the minutes of all meetings of the Association;
  - (d) Keep and produce when required all correspondence, papers and documents of the Association;

- (e) Carry out any direction given by the Committee from time to time;
- (f) Convene in conjunction with the President all meetings of the Committee and see that all matters requiring their attention are brought to their notice.

## 34. Treasurer

It is the duty of the treasurer of the association to ensure:

- 34.1 That all monies due to the Association is collected and received and that all payments authorized by the Association are made; and
- 34.2 That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- 34.3 Supervise the accounts of the Association. Subject to these Rules, attend to and perform all matters of a financial nature and shall from time to time, as required by the Committee, present a statement showing the financial position of the Association as well as all books and/or documents from which such statement is/was prepared.

## 35. Public Officer

- 34.1 In accordance with Section 34 of the Act, the Association must have a Public Officer position appointed.
- 34.2 The Committee shall nominate a Public Officer, who is required to be eighteen (18) years of age or older and a resident of New South Wales, approved at the Annual General Meeting.
- 34.3 The Public Officer shall be deemed to have vacated the position in the following circumstances:
  - (a) Death;
  - (b) Resignation;
  - (c) Removal by the Committee or at a General Meeting;
  - (d)** Bankruptcy or financial insolvency;
  - (e) Mental illness;
  - (f) Residency outside New South Wales;
  - (g) Is warned off or disqualified under the Rules of the *Harness Racing Act 2009*;
  - (h) Is named/placed on the Unpaid Forfeit List.

34.4 When a vacancy occurs in the position of Public Officer the Committee shall within fourteen (14) days appoint a new Public Officer and notify NSW Fair Trading on the prescribed form.

34.5 The Public Officer is required to notify NSW Fair Trading on the prescribed form concerning:

- A change of residential address within twenty eight (28) days;
- A change in the Association's Constitution within twenty eight (28) days;
- The Association's financial affairs within one (1) month after the Annual General Meeting;
- A change in the Association's name within one month.
- Service of documents on the Association is affected by serving them on the Secretary or Public Officer.

## 36. Casual Vacancies

36.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

36.2 A casual vacancy in the office of a member of the committee occurs if the member:

- (a) Dies; or
- (b) Ceases to be a Member of the Association;
- (c) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) Resigns office by notice in writing given to the Secretary, or
- (e) Is removed from office, or
- (f) Becomes a mentally incapacitated person; or
- (g) Is absent without the consent of the Committee from three (3) consecutive meetings of the Committee; or
- (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) Is prohibited from being a Director of a company under Part2D.6 (disqualification from managing corporations) of the *Commonwealth Corporations Act 2001*.
- (j) Is warned off or disqualified under the Rules of Harness Racing or the Harness Racing Act 2009; or
- (k) Is listed on the Unpaid Forfeits List.

## **37. Removal of Committee Members**

- 37.1 The Association, in a General Meeting may by resolution remove any Member of the Committee from office before the expiration of the Committee Member's term of office and may by resolution, appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 37.2 If a Member of the Committee to whom a proposed resolution referred to in sub-clause 38.1 makes representation in writing to the Secretary or President (not exceeding 28 days after the event) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association, if the representations are not so sent, the Member is entitled to require that representations be read out at the Meeting at which the resolution is considered.
- 37.3 In the event that a sitting Committee Member becomes a disqualified person, his/her office shall be considered Vacant from the time of, and during the term of his/her disqualification, and another member shall be elected or appointed to that office as provided in this Constitution.
- 37.4 Any person affected by sub-clause 37(2) cannot be automatically reinstated as a Committee Member of the Association once the disqualification ceases. That person must nominate and be re-elected at the following Annual General Meeting.

## **38. Committee Meetings & Quorum**

- 38.1 The Committee must meet at least nine (9) times in each period of twelve (12) months at such place and time as the Committee may determine.
- 38.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 38.3 Oral, written, or electronic notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the Meeting.
- 38.4 Notice of a meeting given under sub-clause 39.3 must specify the general nature of the business to be transacted at the meeting and no business other than the business to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- 38.5 Any three (3) members of the Committee, which includes at least one (1) current Office Bearer, will constitute a Quorum for the transaction of the business of a meeting of the Committee.
- 38.6 No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 38.7 If at the adjourned meeting, a Quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 38.8 At a meeting of the Committee:
- (a) The President, or in the President's absence, the Vice-President is to preside; or
  - (b) If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the Member's present at the meeting, is to preside.

## 39. Standing Orders of all Committee Meetings

39.1 Standing orders of all Committee meetings shall be:

- Attendance
- Apologies
- Declaration of conflicts of interests
- Confirm the Minutes of the previous Committee Meeting
- Business arising from the previous Minutes
- Correspondence
- Written / electronic Reports from Committee Members
- Financial Report
- Resolutions of which at least five (5) days notice has been given

In the case of an urgent or extraordinary motion being raised without notice, Chairperson shall rule if the matter is to be heard or set aside to a future meeting.

- General business
  - Date of next Meeting
  - Meeting closure
- (a) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, is valid and effectual despite any defect that may afterwards be discovered in



the appointment or qualification of any Committee Member.

- (b) The Committee shall be indemnified from the funds of the Association against the cost of any legal proceedings which may be instituted against them in consequence of the performance, in good faith, of their duties.

## **40. Voting & Decisions**

- 40.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of Members of the Committee or sub-committee present at the meeting.
- 40.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 40.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **41. Committee Remuneration**

- 41.1 No person shall be entitled to receive remuneration for their services as a Committee person unless the remuneration is approved at each Annual General Meeting by a simple majority of members present and entitled to vote at the meeting.
- 41.2 For the sake of clarity, a member of the Committee may be reimbursed for expenses incurred on behalf of the Association, subject to the production of receipts and approval by the Committee.
- 41.3 If a Committee Member provides other services to the Association, any remuneration for those services must be approved at a Committee Meeting by a simple majority vote.

## **42. Use of technology at Committee Meetings**

- 42.1 A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the committee's members a reasonable opportunity to participate.

- 42.2 A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 42.3 Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may, at the sole discretion of the Committee, be held where one or more of the Committee members is not physically present at the meeting, provided that:
- (a) 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;
  - (b) Notice of the meeting is given to all members of the Committee entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;
  - (c) In the event that a failure in communications prevents Clause 39 from being satisfied by that number of Committee Members which constitutes a quorum, and none of such Committee Members 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 Clause 39 is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated.

## **43. Material personal interests**

- 43.1 A member of the Committee who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 43.2 A member of the Committee with such a material personal interest must not:
- (a) Be present while the matter is being considered at the meeting; and
  - (b) Must not vote on the matter.
- 43.3 A general notice that a Member of the Committee is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Member of the Committee and the said matter. After such general notice it is not necessary for such Member of the Committee to give a special notice relating to the said matter.
- 43.4 Any declaration made or any general notice as aforesaid given by a Member of the Committee in accordance with this Rule must be recorded in the Minutes of the relevant meeting.

## 44. Financial Interests

44.1 A Member of the Committee is disqualified from:

- (a) Holding a place of profit or position of employment in the Association, or in any company or incorporated Association which the Association is a shareholder or otherwise interested; or
- (b) Contracting the Association either as vendor, purchaser or otherwise, except with the express approval of the Committee.

44.2 Any contract or arrangement in which any Committee Member is in any way interested which is entered into by or on behalf of the Association without the approval of the Committee, will be voided for such reason.

44.3 The nature of the financial interest of such Committee Member must be declared by the Member of the Committee at the Meeting of the Committee 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 Committee after the acquisition of the interest.

44.4 A general notice that a Member of the Committee is a Member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration for such Member of the Committee and the said transactions. After such general notice it is not necessary for such Member of the Committee to give a special notice relating to any particular transaction with that firm or company.

44.5 Any declaration made or any general notice as aforesaid given by a Member of the Committee must be recorded in the Minutes of the relevant meeting.

## 45. Conflicts

45.1 A Member of the Committee, notwithstanding any interest, may be counted in the Quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Member of the Committee is interested.

45.2 If the Member of the Committee votes, the vote shall not be counted.

## 46. Minutes of Committee Meetings

46.1 The Committee must ensure that Minutes are taken and kept of each Committee Meeting.

46.2 The Minutes must record:

- (a) The business considered at the meeting;
- (b) Any resolution on which a vote is taken and the result of the vote;
- (c) The names of all persons present at the meeting;
- (d) Any interests declared
- (e) The Minutes may be kept in electronic form.

## **PART 4**

### **47. General Meetings**

47.1 The Association must hold its' Annual General Meetings:

- (a) Within six (6) months after the close of the Associations financial year; or
- (b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **48. Annual General Meetings – Calling of and Business At**

48.1 The Association must hold its' Annual General Meetings subject to the Act to be convened on such date and at such place and time as the Committee thinks fit.

48.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (a) To confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that Meeting.
- (b) To receive from the Committee, reports on the activities of the Association during the last preceding financial year;
- (c) To elect Committee Members of the Association;
- (d) To receive and consider any financial statement or report required to be submitted to Members under the Act:
  - (a) Attendance

- (b) Apologies
- (e) Business arising from the previous Minutes.
- (f) To receive from the Committee, Reports on the activities of the Association during the preceding financial year;
- (g) To elect the Committee of the Association;
- (h) Any other business that may be brought before the Annual General Meeting under this Constitution.
- (i) General Business.
- (j) Meeting closure.

48.3 An Annual General Meeting must be specified as such in the notice convening it.

48.4 A copy of the Association's financial statements shall be made available to Members at the Annual General Meeting.

## 49. Special Meetings – Calling of

49.1 Any general meeting other than an Annual General Meeting is a Special General Meeting.

49.2 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

49.3 The Committee must, on the requisition in writing of at least 5% of the total number of Members, convene a Special General Meeting of the Association.

49.4 A requisition of Members for a Special General Meeting:

- (a) Must state the purpose of the meeting; and
- (b) Must be signed by the Member/s making the requisition; and
- (c) Must be lodged with the Secretary; and
- (d) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

49.5 If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the Meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may convene a Special General Meeting to be held no later than three (3) months after that date.

49.6 A Special General Meeting convened by a Member or Members must be convened as early as is practicable in the same manner as General Meetings are convened by the Committee.

## 50. Notice of General Meetings

50.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give notice to each Member specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting

50.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolutions of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

50.3 No business other than that specified in the Notice convening a General Meeting is to be transacted at the Meeting except, in the case of an Annual General Meeting.

50.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## 51. Quorum for General Meetings

51.1 Five (5) Members present (being Member entitled under this Constitution to vote at a General Meeting) constitute a Quorum for the transaction of business of a General Meeting.

51.2 If within half an hour after the appointed time for the commencement of a General Meeting, a Quorum is not present, the Meeting:

- (a) If convened on the requisition of Members, is to be dissolved; and
- (b) In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the Meeting or communicated by written notice to Members given before the day to which the Meeting is adjourned) at the same place.

50.3 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 (being at least three (3)) are to constitute a Quorum.

## 52. Presiding Member

- 52.1 The President, or in the President's absence, the Vice-President is to preside as Chairperson at each General Meeting of the Association.
- 52.2 If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as Chairperson at the Meeting.

## 53. Adjournment

- 53.1 The Chairperson of a General Meeting at which a Quorum is present may, with the consent of the majority of Members present at the Meeting, adjourn the Meeting from time to time and place to place, but no business is to be transacted at an adjourned Meeting other than the business left unfinished at the Meeting at which the adjournment took place.
- 53.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned Meeting to each Member of the Association stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- 53.3 Except as provided in sub-clauses 54.1 and 54.2, Notice of an Adjournment of a General Meeting or of the business to be transacted at an adjourned Meeting, is not required to be given.

## 54. Making of Decisions

- 54.1 A question arising at a General Meeting of the Association is to be determined by either:
- (a) A show of hands; or
  - (b) If on the motion of the Chairperson, or if five (5) or more Members present at the Meeting decided that the question should be determined by a written ballot.
- 54.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minute Book of the Association, is evident of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 54.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

## **55. Special Resolutions**

55.1 A special resolution may only be passed by the Association in accordance with Section 39 of the Act.

## **56. Voting**

56.1 On any question arising at a General Meeting of the Association, a Member has one vote only.

56.2 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the Meeting is entitled to exercise a second or casting vote.

56.3 A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association, has been paid.

56.4 A Member is not entitled to vote at any General Meeting of the Association if the Member is under 18 years of age.

## **57. Proxy Voting not permitted**

57.1 Proxy voting must not be undertaken at or in respect of a General Meeting.

## **58. Postal Ballots not permitted**

58.1 Postal ballots must not be undertaken at or in respect of an Annual General Meeting or General Meeting.

## **59. General Meetings – Use of Technology**

59.1 A General Meeting of the Association may be held electronically.

## **60. Minutes of General Meetings**

60.1 The Committee must ensure that Minutes are taken and kept of each General Meeting.

60.2 The Minutes must record:

- (a) The business considered at the Meeting;
- (b) Any resolution on which a vote is taken and result of the vote;



- (c) The names of all persons present at the Meeting;

60.3 In addition, the Minutes of each Annual General Meeting must include:

- (a) Any reports or financial statements submitted to the Members at the Annual General Meeting;  
and
- (b) Any audited accounts and Auditor's report or reports of a review accompanying the financial statements that are required under the Act.

60.4 Minutes may be kept in electronic form.

## **PART 5**

### **61. Miscellaneous**

#### **61.1 Insurance**

The Association may affect and maintain any insurance deemed necessary by the Committee.

#### **61.2 Funds - Source**

- (a) The funds of the Association are to be derived from annual subscriptions of Members, donations and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Committee determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction, to the credit of the Association's bank or other authorized deposit – taking Institution.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **62. Funds Management**

62.1 Subject to any resolution passed by the Association in a General meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

- 62.2 The Committee may from time to time invest any surplus funds of the Association in a prudent manner.
- 62.3 No portion of these funds and property shall be distributed, paid or transferred directly by way of dividend, bonus or otherwise by way of profit to, or amongst the Members of the Association.
- 62.4 All cheques and other negotiable instruments must be signed by any two (2) members of the Committee, authorized to do so by the Committee. Any electronic transaction payments must be setup by the Treasurer, with that transaction to be approved by the President (two layer authentication).
- 62.5 All accounts shall be presented at the first available Committee Meeting and full details of all such accounts should be filed on the Associations secure Google Drive.

### **63. Custody of Books etc**

- 63.1 Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept on the Associations secure online Google Drive.
- 63.2 The Association shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee.

### **64. Inspection of Files**

- 64.1 A member must apply in writing, to the Committee including the reason, to inspect:
- (a) Records, books and other financial documents of the Association;
  - (b) This Constitution; and
  - (c) Minutes of all Committee Meetings and General Meetings of the Association.
- 64.2 A Member may obtain a copy of any of the documents referred to in sub-clause 65.1, in electronic format.
- 64.3 Despite sub clauses (1) and (2), the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

64.4 Despite anything contained in this Constitution it is acknowledged that the inspection of certain records may also be subject to Privacy legislation. For the avoidance of doubt, it is acknowledged that the Association respects the privacy of its members and, with the exception of disciplinary proceedings where a member's records may be accessed without consent of the member, where the personal details of members are to be revealed to persons other than to the member concerned, the member's prior written consent shall be obtained.

## 65. Financial Year

65.1 The financial year of the Association is:

The period of time commencing on the date of incorporation of the Association and ending on the following 31 August, and

Each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 September and ending on the following 31 August.

65.2 The Committee shall keep or cause to be kept a record of all its receipts and payments to show its true financial position at the 31 August in each year.

65.3 The Committee shall cause to be prepared prior to the Annual General Meeting a statement of income and expenditure for the previous financial year duly certified by the Auditors (if required under the Act) and signed by the President and Treasurer and in the absence of the above two officers, the Secretary will sign as correct and shall submit the same to such meeting.

65.4 The Annual Report and a copy of the Financial Statements with any reports from the Auditors (if required) shall be available at the Annual General Meeting.

65.5 The books of account shall be kept on the Associations' secure Google Drive.

## 66. Audit of Accounts

66.1 If required under the Act, a properly qualified auditor or auditors shall be appointed. The auditors duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* and generally accepted principles, and/or any applicable code of conduct.

## 67. Change of Name, Objectives & Constitution

67.1 An application to the Director-General for registration of a change in the Association's name, Objectives or Constitution in accordance with Section 10 of the Act, is to be made by the Public Officer or a Committee Member.

Proposed amendments to the Association's Name, Objectives and Constitution shall be dealt with by Special Resolutions adopting the following procedures:

- (a) The proposed amendment(s) or alteration(s) shall be presented to the Committee. Due notice must be given in writing by a member or members at a meeting of the Committee of the intention to move for an amendment to the Name, Objectives or Rules.

- (b) The notice shall set out the proposed amendment(s) or alteration(s). Such notice shall not be dealt with at the meeting at which the notice has been given but shall be dealt with at a following meeting of the Committee. At that meeting the Committee shall decide that the proposal(s) be recommended or not recommended for adoption by the Association at a General Meeting or Annual General Meeting. A recommendation for adoption must be carried by a seventy five per cent (75%) of the votes cast by the Committee members present.
- (c) Proposals which are recommended by the Committee shall be put to the members at a General Meeting or Annual General Meeting of the Association of which not less than (twenty-one) 21 days written notice specifying the intention to propose the Resolution as a Special Resolution shall be given. A resolution of a General Meeting or Annual General Meeting, to amend the Name, Objects or Constitution of the Association must be passed by seventy five per cent (75%) of the votes cast by the eligible Members present.
- (d) Proposals which are not recommended by the Committee may be put to the members at a general meeting. The only motion at this meeting shall be to recommend the proposals to a subsequent General Meeting or Annual General Meeting of the Association.

67.2 An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## 68. Regulations

68.1 The Committee shall have the power to draw up and adopt such Regulations as it considers necessary for ensuring the efficient management of the Association and such Regulations shall be binding until amended or revoked by the Committee. All Regulations shall be recorded in Section Two (2), Regulations of the Association by the Constitution Secretary and maintained for access by any member.

68.2 Regulations binding

All Regulations made under this Clause shall be binding on the Association and Members of the Association.

68.3 Notices binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of the Association by means of Notices approved and issued by the Committee.

## 69. Service of Notices

69.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (d) If this Constitution, a notice is taken, unless contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (iii) In the case of a Notice sent by email or facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 70. Indemnity

70.1 Every member of the Committee – President, Vice President, Treasurer, Secretary, Public Officer and other Officer of the Committee shall be indemnified out of the asset of the Association, against any liability arising out of the execution of the duty of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which any relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

## 71. Winding up of the Association

71.1 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debt and liabilities shall be transferred to any organization which has similar objects and is exempt from income tax, as determined by the majority of Members still financial at the date of the dissolution and voting on the question shall decide.

71.2 Where it furthers the object of the Association, to amalgamate with any one (1) or more other organisations having similar objects, provided the other organization has rules prohibiting the distribution of its' assets and income to Member and is exempt from income tax.