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TRAIL RIDING AUSTRALIA INC.

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The rules of TRAIL RIDING AUSTRALIA herein are in accordance with the Associations Incorporation Act 1981 Qld.

Signed:
 (Name: _____ , Public Officer)

TRAIL RIDING AUSTRALIA INC.

CONSTITUTION

1. NAME

The name of the organisation will be the **Trail Riding Australia Incorporated**, also referred to in this Constitution as the **TRA**.

2. OBJECTS AND AIMS

The aim of TRA is to encourage, promote and publicize the recreation of horse riding along trails throughout Australia with family and friends through local clubs, and in furtherance of this aim:

- 2.1 to work for the establishment, legislation and preservation of horse riding trails throughout Australia, and to co-operate with other user groups, and with Government Departments to achieve this aim,
- 2.2 to help maintain the integrity of the Bi-Centennial National Trail, and any other especially designated trails for horse riding,
- 2.3 to encourage and help horse riders form clubs or branches of TRA,
- 2.4 to encourage family and junior participation in safe, non-competitive horse riding,
- 2.5 to foster awareness of the usefulness, abilities and historical cultural significance of the horse in Australia,
- 2.6 to educate horse riders in the protection and conservation of Australia's natural and cultural environment,
- 2.7 to foster in horse riders and Australians generally, an awareness of road and other safety rules relating to horse riding,
- 2.8 to receive, manage and disburse monies and other assets in furtherance of the objects and aims herein contained, and
- 2.9 to do all such things as are incidental to, necessary for, and conducive to the attainment of the above aims and objects.

3. INTERPRETATION

In this constitution the following terms shall have the meaning assigned to them by this clause.

ANNUAL NATIONAL COMMITTEE MEETING means the gathering, by assembly, of the TRA National Committee each year in accordance with this constitution.

GENERAL NATIONAL Committee MEETING means the gathering, by assembly, of the TRA National Committee at any time during the year to consider routine business.

SPECIAL NATIONAL Committee MEETING means the gathering of the TRA National Committee other than the ANCM to consider a specific issue. Such meetings may be by assembly, by post or by telecommunication.

SPECIAL RESOLUTION means a resolution to change this constitution.

NOTICE means an advance warning in writing, of a meeting or Special Resolution, to be sent out according to these rules.

PROXY VOTE means a written vote, on a motion on Notice or Special Resolution, which is executed according to these rules.

DELEGATE means an Ordinary Member who has been elected by his or her Branch to represent that Branch on the National Committee of TRA.

The **NATIONAL Committee** means any gathering of the Delegates.

EXECUTIVE means the President, Vice-President, Secretary, Treasurer and Insurance Officer, elected from the TRA National Committee.

STATE or TERRITORY means the areas within the boundaries of the States or Territories of Australia.

A **REGIONAL BODY** means an area with boundaries other than State or Territory.

BRANCH MEMBER means any State or Regional Body or Territory that has been accepted as a Branch Member according to these rules.

AFFILIATE MEMBER means any horse trail riding club whose membership application or renewal has been accepted by a Branch Member.

ORDINARY MEMBER means any person eighteen (18) years or over who is a member of an Affiliate Member.

JUNIOR MEMBER means any person under eighteen (18) years of age who is a member of an Affiliate Member.

ASSOCIATE MEMBER means any other organisation that wishes to express a common interest with TRA, and whose application for membership has been accepted by the TRA National Committee. Associate Members shall have no voting powers in the affairs of TRA.

HONORARY MEMBER means any person so appointed by the TRA National Committee on the terms and conditions determined by the Committee, provided that in no case is that person entitled to vote in an election, nor at any meeting, nor to propose or second a motion.

4. MEMBERSHIP

- 4.1 TRA is the National Body, and at the same time, is an association of other bodies. In the broad sense as an association, all of the classes of members listed in Clause 3, may be referred to as the members of TRA. In the limited sense, as the National body, TRA has only three classes of members; Branch, Associate and Honorary Members.
- 4.2 The Branch Membership shall:
 - 4.2.1 have aims and objects similar to Clause 2 of this constitution,
 - 4.2.2 be within boundaries of a State or Territory, OR
 - 4.2.3 be a Regional Body, with a minimum of THREE (3) Affiliated Clubs, who have between them at least one fifty (50) members, ordinary and junior,
 - 4.2.4 be incorporated as an association within a reasonable period of time,
 - 4.2.5 adhere to any rules and regulations laid down by the TRA National Committee,
 - 4.2.6 pay the prescribed fees and charges, as determined by TRA National Committee from time to time,
 - 4.2.7 be approved as a member by the TRA National Committee.
- 4.3 Each Branch Member shall maintain a membership register in which is recorded the name and address of every Ordinary, Junior, and Affiliate Member of that Branch. Such register shall be made available to the TRA National Committee if so required, and to Ordinary Members generally at all reasonable times.
- 4.4 Membership numbers for the purposes of deciding proportional Delegate representation on the TRA National Committee, shall only include Ordinary and Junior Members. Each Ordinary or Junior Member who belongs to more than one Affiliate club will be counted once only, and must nominate which Affiliate member he or she will represent.
- 4.5 Branch membership numbers shall include only those Ordinary Members and Junior Members registered with that Branch club at the 31st December of the previous year.
- 4.6 Where a State, as opposed to a Region, has less than three(3) Affiliate Clubs, then that State shall be

entitled to nominate one (1) Branch Delegate to the TRA National Committee.

- 4.7 A nomination for a State, Territory, or Region to become a Branch Member of TRA shall:
- 4.7.1 be made in writing by the State or Region, and be accompanied by a written agreement from the Presidents of two (2) existing Branch Clubs,
 - 4.7.2 be lodged with the Secretary of TRA, to be considered at the next National Committee meeting,
 - 4.7.3 be answered in writing after this National Committee meeting.
- 4.8 A Branch Member may at any time resign from TRA by sending a written notice of resignation to the President or Vice- President, by hand or by post or email. Such resignation shall be immediate, unless otherwise stated, or as decided by TRA National Committee.

5. TRA NATIONAL COMMITTEE

- 5.1 A Committee comprised of Delegates elected by the Branch Members shall manage, and control the affairs of TRA, and subject to these rules, may exercise all of its powers and functions.
- 5.2 The number of Delegates on the Committee shall be proportional to the membership of each Branch Member, as specified by the Committee from time to time, but in any case shall not be less than nine (9) Delegates.
- 5.3 Delegates may be elected by Branch Members provided that:
- 5.3.1 the Delegates are Ordinary Members,
 - 5.3.2 Delegates who are elected to the Executive shall not be removed as Branch Delegates whilst their term of office is current. At all times this Clause is subject to Clause 17 of this constitution.
- 5.4 The Committee shall elect an Executive annually, from among the Delegates, according to Clause 6 of this constitution.
- 5.5 The Committee may, from time to time, make an appointment such as Minute Secretary, Marketing Officer etc, and form Sub-committees for any purpose.
- 5.6 A member of the Committee must disclose, at the next Committee meeting, any interest in a contract or arrangement made with TRA.

6. EXECUTIVE

- 6.1 The National Executive shall be elected by the TRA National Committee annually. Each National Executive member shall, subject to these rules, hold office until the CONCLUSION of the Annual Committee Meeting (ANCM) following the date of their election.
- 6.2 The President or Chairman shall declare all Executive positions vacant after appointing a Returning Officer.
- 6.3 A National Executive member shall not hold the same office for more than four (4) consecutive years.
- 6.4 A written nomination for a National Executive position shall be signed by the Nominee and his/her proposer and seconder. Such nomination to be delivered to the Secretary prior to the National Executive positions being declared vacant. Nominations will be received from the floor if no written nominations have been received..
- 6.5 Any Delegate nominated from the floor must be present and consent to such nomination or have accepted the nominated position in writing prior to the meeting.
- 6.6 Any casual vacancy on the National Executive shall be filled by a Delegate elected by the TRA National Committee until the next ANCM.
- 6.7 A vacancy will occur on the Executive if an Executive member:
- 6.7.1 dies,

- 6.7.2 becomes bankrupt,
 - 6.7.3 becomes of unsound mind,
 - 6.7.4 resigns in writing,
 - 6.7.5 fails, without leave from TRA National Committee, to attend and/or participate actively in meetings each year,
 - 6.7.6 ceases Ordinary Membership of a Branch Member,
 - 6.7.7 is an Ordinary Member of a Branch Member which has failed to pay all subscriptions due.
- 6.8 It shall be the duty of the Executive to manage and control the affairs of TRA between meetings of the TRA National Committee. Among other things, the Executive shall:
- 6.8.1 have the authority to make decisions on any matter relating to TRA on which these rules are silent,
 - 6.8.2 summon and attend all National Committee Meetings,
 - 6.8.3 keep brief, but accurate, minutes of all National Committee meetings,
 - 6.8.4 maintain, in conjunction with the Branch Members, a current register of membership,
 - 6.8.5 keep files of all correspondence and other papers, being the business of TRA,
 - 6.8.6 carry out all clerical work required, as directed by the National Committee,
 - 6.8.7 estimate reasonable, out-of-pocket expenses to be approved, in advance, by the TRA National Committee at each ANCM, all receipts to be tabled at the next ANCM.
 - 6.8.8 receive and bank all monies on behalf of TRA, and make all payments as approved by National Committee,
 - 6.8.9 keep all necessary books of account and financial records,
 - 6.8.10 prepare yearly, or as required by National Committee, proper financial statements showing all income, expenditure, assets and liabilities.
- 6.9 All of the above records shall be available for inspection by Branch Members or the Auditor, at all reasonable times.
- 6.10 The Executive may issue instructions to Sub-Committees and others between National Committee meetings on TRA matters. Any such instructions to be tabled at the next National Committee meeting.
- 6.11 The Executive shall meet within six (6) months of the ANCM, and at other times and at such places and in such a manner as the Executive may determine.
- 6.12 If the role of Insurance Officer is undertaken by either the President, Vice President, Secretary or Treasurer, then the Executive will revert to four (4) people.

7. SUB-COMMITTEES

- 7.1 The National Committee may, at any time, appoint a Sub-Committee, and direct it to perform special tasks.
- 7.2 Members of a Sub-Committee need not be members of TRA, and as such will not have voting rights.
- 7.3 The Executive shall, ex-officio, be members of any Sub-Committee.
- 7.4 A Sub-Committee will report directly and only to the Executive between National Committee meetings.
- 7.5 A Sub-Committee may be disbanded, at the direction of the Executive or the TRA National Committee, at any time.

7.6 Sub-Committees will lapse if not renewed at each ANCM.

7.7 Sub-Committee reports must be presented to the ANCM.

8. PUBLIC OFFICER

8.1 This person must be a resident of the State in which incorporation is executed.

8.2 The Public Officer must be eighteen (18) years old or over.

8.3 This person need not be a member of TRA.

8.4 The Public Officer will perform all duties as required by the Associations Incorporation Act 1981 Qld.

8.5 This person will safeguard the Common Seal of TRA INC.

8.6 The Public Officer will be appointed at each ANCM.

9. THE TRA OFFICE

The office of TRA shall be determined at the ANCM each year, but may be the abode of the National Secretary.

10. AUDITOR

A qualified accountant will be appointed at each ANCM to audit the financial records and financial statements of TRA INC. for the next 12 months.

10.1 That person will not be any class of member of TRA, nor be the relative of a member of TRA.

10.2 The TRA Treasurer will make available to the Auditor, as required, all accounts, books, financial records and statements of TRA.

10.3 The Auditor will furnish a full and accurate report of TRA finances to each Annual National Committee Meeting.

10.4 The Auditor may be removed from his or her position by the TRA National Committee at any of its meetings and be replaced by an Auditor appointed at a National Committee Meeting.

11. FINANCES

11.1 The financial year will be from 1st January to the 31st December each year.

11.2 An Auditor will be appointed each year as per Clause 10 above.

11.3 The National Committee shall have the power to receive, invest, manage and disburse monies and other assets of TRA, in furtherance of the aims and objects of TRA.

11.4 The Executive and National Committee shall be entitled to be indemnified by TRA for any expenses, losses or liabilities arising from the proper and bona fide execution of their duties, subject to approval in detail by the TRA National Committee.

11.5 The Treasurer of TRA shall receive all monies paid to TRA and issue appropriate receipts.

11.6 The National Committee shall open a banking account in the name of TRA INC., into which all monies received must be deposited. All current Executive signatures should be lodged with that bank.

11.7 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer that has been pre-approved by the National Committee and if such payment is made by cheque, the cheque must be signed by the national Treasurer any 1 of the following;

- (1) the President;
- (2) the Secretary;

- (3) the Vice President;
- (4) family members may not co-sign the same cheque issued by the Association.

11.8 All cheques drawn on TRA's bank account for the payment of expenditure must be authorised by TRA National Committee.

11.9 The annual subscriptions paid by a Branch Member to TRA shall be determined by the TRA National Committee from time to time and will be due and payable as follows:

- 30 March - 1/2 the required amount to be paid;
- 30 May - 1/4 of required amount to be paid;
- 30 Sept - balance to be paid in full.

All other fees i.e. Special Club Events, Charity Rides and Visitor Insurance to be paid bi-annually by 30th June and December.

12. INSURANCE

12.1 TRA will keep all Ordinary and Junior Members covered by a Public Liability Insurance Policy, the cost of which will be paid by all Ordinary and Junior Members.

12.2 One Insurance payment per year by each Ordinary and Junior Member, will cover that person for any approved activity with an Affiliate Member during that year.

12.3 The TRA Insurance Policy may be amended by the TRA National Committee from time to time, to embrace unforeseen circumstances, so long as the amendment conforms with Clause 2 of this Constitution.

13. NOTICES

13.1 A Notice shall contain:

13.1.1 a short account of the business to be considered,

13.1.2 the date, time and place of the proposed meeting,

13.1.3 the names of the Branch Members and/or Executives requesting such business be considered.

13.2 In cases of a Special Resolution, the Notice shall also contain the proposed wording of the Resolution, in addition to the information in Clause 13.1.

13.3 A Notice shall be deemed to have been given if it is:

13.3.1 delivered to one of the Executive or to each Branch Member personally or by Registered post, or

13.3.2 delivered, or correctly posted to the registered address of TRA, or

13.3.3 delivered to an assembled Committee meeting.

13.4 It shall be the responsibility of the Branch Members to inform their Delegates of all such Notices.

13.5 The following Notices are required:

13.5.1 Annual Committee Meetings At least three (3) months' Notice shall be given to the Branch Members of the date and location of the ANCM. One (1) months notice shall be given to the Branch Members of the agenda, plus any other matters received by Notice.

13.5.2 General National Committee Meetings One (1) month's notice will be given to the Branch Members of the date, location and agenda for a GNCM.

13.5.3 Special Committee Meeting Two (2) months' notice of a request for a SNCM, including the business to be considered, shall be given to the Executive. The Executive shall give the Branch Members at least one (1) month's notice of the date, location and agenda and any information received by

notice.

13.5.4 Special Resolution at least two (2) months notice shall be given to the Executive of a proposed Special Resolution. The Executive shall give the Branch Members at least one (1) months notice of the date and location of the SNCM, plus the motion on notice.

13.5.5 Motions on Notice must be circulated by the Executive to Branch Clubs at least one (1) month before the appropriate National Committee Meeting.

14. SPECIAL RESOLUTION

- 14.1 A Special Resolution may be requested by a Notice, in writing, from any three (3) Branch Clubs and two (2) Executive members OR from any two (2) Branch Clubs and three (3) members of the National Executive.
- 14.2 This Notice must contain the information as per Clause 13.1 and Clause 13.2.
- 14.3 This Notice will be served as directed in Clause 13.3.
- 14.4 Voting on a Special Resolution shall be executed according to Clause 16.7.4.
- 14.5 A Special Resolution, passed according to these rules, will only become part of this constitution on receipt of written approval by the Department of Consumer Affairs, under the Associations Incorporation Act 1981 Qld.

15. MEETINGS

15.1 TRA NATIONAL COMMITTEE

At any Committee meeting by assembly, the Chairman will be the President, if present and willing to act, if not, then the Vice-President, or the meeting will elect a Chairman from the Delegates present. The conduct of any National Committee meeting will be that of a normal meeting procedure, but at any meeting the presiding Chairman's ruling will be final in all matters of order and practice.

15.1.1 ANNUAL COMMITTEE MEETING

The Annual National Committee Meeting (ANCM) shall be held within four (4) months of the close of the financial year, at a time and place to be decided by the Executive Committee.

- (a) The quorum for the ANCM shall be nine (9) Delegates, in person, provided that these represent at least two (2) Branch Members and includes three (3) National Executive members.
- (b) If a quorum is not present at an ANCM within three (3) hours of the advertised starting time, no substantive business shall be carried out, and the meeting shall adjourn. At the discretion of the National Executive, the meeting may be re-convened with the prescribed Notice, and upon assembly no quorum is required. However, only the business set out in the Notice may be carried out.
- (c) The ordinary business of an ANCM shall be:
- to confirm the minutes of the last ANCM,
 - to receive reports from the Auditor, the Branch Members, the Sub-Committees and the Executive.
- (d) The TRA National Committee will elect a Public Officer, an Executive and appoint an Auditor for the next 12 months. It will also elect or reconfirm any Sub-Committees as required.

15.1.2 GENERAL COMMITTEE MEETING

A General National Committee Meeting (GNCM) should encourage wide ranging discussion amongst the Delegates on all subjects relevant to TRA and its Objects and Aims.

- (a) A GNCM shall be held within 48 hours of the ANCM. One other National Executive Committee meeting should be held each year. This meeting may be by assembly, post or telecommunications.

- (b) A quorum for a GNCM by assembly will be nine (9) Delegates.
- (c) A quorum for a GNCM by post or telecommunication shall be a minimum of two (2) Branch Members and three (3) National Executive members. Refer to Clause 16.7.3 for voting rules.
- (d) If a quorum is not present within two (2) hours from the notified starting time, the meeting shall stand adjourned to a time and place to be advised by the National Executive. The assembled Delegates may deal with standing business only, such business to be ratified at the next National Committee meeting.

15.1.3 SPECIAL COMMITTEE MEETING

- (a) A Special National Committee Meeting (SNCM) may be requested by a Notice from any two (2) Branch Members and three (3) National Executive Committee members OR from two (2) Branch Members and three (3) National Executive members. The National Executive shall convene the meeting to be held within two (2) months after the receipt of such a Notice. The meeting may be by assembly, by post or by telecommunication, as decided by the National Executive.
- (b) Notice of a SCM must be given as in Clause 13.5.3.
- (c) Only the business set out in the Notice may be carried out at the meeting.
- (d) At an SCM by assembly, the rules for a quorum shall be nine (9) Delegates.
- (e) At an SCM by post or by telecommunication, the quorum shall be four (4) Branch Members and two (2) National Executive members.
- (f) If the Executive does not cause a SNCM to be held within two (2) months of receipt of such Notice, those requesting the SNCM may convene a meeting to deal with that business, three (3) months after the National Executive received such Notice. All Branch Members must be notified of this meeting.

15.2 EXECUTIVE MEETINGS

- 15.2.1 The National Executive shall meet within six (6) months of the ANCM, and at other times and at such places and in such a manner as it may decide.
- 15.2.2 Any four (4) members of the National Executive constitutes a quorum for the transaction of business at any National Executive meeting.
- 15.2.3 If a quorum is not present within an hour of the meeting's starting time, it shall stand adjourned to a time and place to be advised by the President.
- 15.2.4 Agenda items unable to be resolved at an National Executive meeting must be put to the next National Committee meeting.
- 15.2.5 Each National Executive member present at a National Executive meeting is entitled to one (1) vote.
- 15.2.6 Each National Executive member shall have a minimum of 14 days Notice of a National Executive meeting. Details of special issues to be discussed, must be forwarded with the Notice of meeting.
- 15.2.7 Reports from any National Executive meeting must be presented to the next appropriate National Committee meeting.

15.3 SUB COMMITTEE MEETINGS

- 15.3.1 A chairman will be appointed to each Sub-Committee.
- 15.3.2 The chairman will be responsible for calling any meeting of that Sub-Committee.
- 15.3.3 Fourteen (14) days' Notice of a meeting will be given to sub-Committee members and to the TRA Executive, by the Chairman. Details of issues to be discussed at this meeting must accompany the Notice.
- 15.3.4 The Executive will have the option of attending any meeting of the Sub-Committee.

16. VOTING

- 16.1 A Branch Member must be a financial member of TRA to vote.
- 16.2 At all National Committee meetings, each Delegate, including each National Executive member shall have only one (1) vote.
- 16.3 Each person is only one (1) Delegate. Each Delegate will represent only one (1) Branch Member.
- 16.4 A Proxy vote is a written vote from a Branch Member Delegate or Delegates, on motions on Notice or a Special Resolution.
- 16.5 A Proxy vote may be carried to a National Committee meeting by another Delegate from his or her Branch, or may be sent by post to the President or to the registered address of TRA.
- 16.6 The Chairman of a meeting shall have a deliberate vote as a Delegate, but shall waive any right to a casting vote in favour of the provisions contained in Clause 16.7.1.
- 16.7 The method of voting at a meeting shall be in such a manner as the chairman decides. The majority required for substantive decisions shall be as follows:
 - 16.7.1 At elections for the National Executive positions, voting shall be decided by a simple majority, or if there is a tie, the election shall be decided by lot.
 - 16.7.2 At meetings by assembly, voting shall be decided by a simple 60% affirmative vote of those voting.
 - 16.7.3 At meetings by post or by telecommunication, voting shall be decided by a simple seventy five percent (75%) affirmative vote of those voting. An independent returning officer will be appointed by the chairman to accept and count these votes.
 - 16.7.4 Voting on Special Resolutions shall take place by assembly, or by post. Proxy votes being acceptable according to 16.4 and 16.5 of this Clause. A simple seventy five per cent (75%) affirmative vote of those voting is needed to pass a Special Resolution (NOT seventy five per cent (75%) of the entire Branch Membership of TRA).
- 16.8 No member of the TRA National Committee shall vote in respect of any contract or arrangement in which he or she has an interest.

17. CONDUCT OF BRANCH MEMBERS

- 17.1 Where it appears that the conduct of a Branch Member of TRA has brought or will bring discredit to TRA, or that the conduct of a Branch Member is contrary to the Aims and Objects of the TRA constitution, then the TRA Committee may make any such inquiries of that conduct that it considers necessary.
- 17.2 Having given the Branch Member reasonable opportunity to represent itself at a SNCM, if requested, the TRA National Committee may either dismiss the matter, reprimand the Branch Member, or withdraw approval of membership of that Branch Member.
- 17.3 The Branch Member in question and its Delegates will waive the right to vote on any decision regarding its conduct.
- 17.4 TRA National Committee may, from time to time, need to bring to the attention of a Branch Member the conduct of an Ordinary, a Junior or an Associate member of that Branch. The Branch Member will act to remedy the situation in question or risk the withdrawal of its membership from TRA as may be decided by the TRA National Committee.

18. DISPUTES

Disputes within TRA should be referred to the TRA National Committee for consideration, its decision will be final providing the rules of this constitution are adhered to.

19. DEFECTS

Any act done with the authority of the National Executive or the National Committee shall be deemed to be valid, notwithstanding that afterwards it was discovered that there was some technical defect of the convening of a meeting or of voting, provided that where the National Committee is of the opinion that the defect would have materially altered the authority of the act, then the National Committee shall take steps to revise the matter.

20. WINDING UP

If upon dissolution of TRA Inc no resolution is passed to determine how any surplus money or other assets should be distributed, then any surplus money or assets shall be assigned to a horse body of the Executives choice.

21. ALTERATIONS TO THE CONSTITUTION

No additions or amendments to this constitution shall be made unless approved at an Annual General Meeting or Special General Meeting called for that purpose. The Special Resolution must be given the prescribed notice as in Clause 13 5.3 and must be passed by the prescribed majority vote as in Clause 16 7.3

22. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.

The income and capital of the TRA shall be applied exclusively to the promotion of its objects and no portion will be paid or distributed indirectly to members or to associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.