

PONY CLUB

AUSTRALIA



PONY CLUB
AUSTRALIA

CONSTITUTION

PONY CLUB AUSTRALIA LIMITED (PCA)

TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATIONS	5
1.1.	Definitions	5
1.2.	Interpretation.....	6
1.3.	Corporations Act	7
1.4.	Headings.....	7
2.	OBJECTS	7
2.1.	Objects	7
3.	POWERS	8
4.	INCOME AND PROPERTY OF PCA	8
4.1.	Sole Purpose.....	8
4.2.	Payments to Members	8
5.	MEMBERSHIP	8
5.1.	Categories of Members.....	8
5.2.	Admission of members.....	8
5.3.	Member States.....	9
5.4.	Life Members	10
5.5.	Affiliate Members.....	11
5.6.	Individual Members	11
5.7.	Corporate Members.....	12
5.8.	General.....	12
5.9.	Limited Liability	13
6.	CESSATION OF MEMBERSHIP	13
6.1.	Cessation	13
6.2.	Resignation.....	13
6.3.	Forfeiture of Rights	13
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	13
7.1.	Jurisdiction	13
7.2.	Policies.....	13
8.	TERMINATION OF MEMBERSHIP OF MEMBER STATE	14
8.1.	Sanctions for Discipline of Member States	14
8.2.	Termination of Membership of Member States	14
9.	FEES AND SUBSCRIPTIONS	15
9.1.	Membership Fee	15
9.2.	Non-Payment of Fees.....	15
9.3.	Deferral or reduction of subscriptions	15
10.	GENERAL MEETINGS	16
10.1.	Annual General Meeting	16
10.2.	Power to convene General Meeting	16
10.3.	Notice of General Meeting.....	16
10.4.	No other business.....	16
10.5.	Cancellation or postponement of General Meeting	16
10.6.	Written notice of cancellation or postponement of General Meeting.....	17
10.7.	Contents of notice postponing General Meeting.....	17
10.8.	Number of clear days for postponement of General Meeting	17
10.9.	Business at postponed General Meeting	17
10.10.	Representative at postponed General Meeting.....	17
10.11.	Non-receipt of notice	17
10.12.	Right to appoint representative	17
10.13.	Right to appoint proxy.....	18
10.14.	Form of proxy	18

10.15.	Lodgment of proxy documents	18
10.16.	Authority given by appointment	18
11.	PROCEEDINGS AT GENERAL MEETING	19
11.1.	Number for a quorum	19
11.2.	Requirement for a quorum	19
11.3.	Quorum and time	19
11.4.	Adjourned meeting	19
11.5.	Chairperson to preside over General Meetings	19
11.6.	Conduct of General Meetings	20
11.7.	Adjournment of General Meeting	20
11.8.	Notice of adjourned meeting	20
11.9.	Questions decided by majority	20
11.10.	Equality of votes	20
11.11.	Declaration of results	21
11.12.	Poll	21
11.13.	Objection to voting qualification	21
11.14.	Chair to determine any poll dispute	21
12.	VOTES OF MEMBERS	21
12.1.	Votes of Members	21
12.2.	Election of Elected Directors	21
12.3.	Resolutions not in General Meeting	22
13.	DIRECTORS	22
13.1.	Number of Directors	22
13.2.	First Directors	23
13.3.	Eligibility	23
13.4.	Nomination for election	24
13.5.	Term of office of Directors generally	24
13.6.	Office held until end of meeting	24
13.7.	Elected Director elected at General Meeting	24
13.8.	Maximum term of office for Directors	25
13.9.	Casual vacancy	25
13.10.	Appointed Directors	25
13.11.	Remuneration of Directors	25
13.12.	Honorarium	26
13.13.	Removal of Director	26
13.14.	Vacation of office	26
13.15.	Alternate Director	26
14.	POWERS AND DUTIES OF THE BOARD	26
14.1.	Board to manage PCA	26
14.2.	Specific powers of Board	26
14.3.	Time, etc	26
14.4.	Appointment of attorney	27
14.5.	Provisions in power of attorney	27
14.6.	Delegation of powers	27
14.7.	Code of Conduct	27
15.	PROCEEDINGS OF BOARD MEETINGS	27
15.1.	Board Meetings	27
15.2.	Questions decided by majority	28
15.3.	Chair's casting vote	28
15.4.	Quorum	28
15.5.	Effect of vacancy	28
15.6.	Convening Board Meetings	28
15.7.	Election of Chairperson	28

15.8.	Circulating resolutions.....	29
15.9.	Validity of acts of Board	29
15.10.	Directors' Conflicts of Interest	29
15.11.	Minutes	30
16.	TELECOMMUNICATION MEETINGS OF PCA	30
16.1.	Telecommunication Meeting	30
16.2.	Conduct of Telecommunication Meeting	30
17.	CHIEF EXECUTIVE OFFICER	30
17.1.	Appointment of CEO	30
17.2.	Powers, duties and authorities of CEO.....	30
17.3.	Suspension and removal of CEO	31
17.4.	CEO to attend meetings	31
17.5.	Delegation by Board to CEO.....	31
18.	PCA SECRETARY	31
18.1.	Appointment of PCA Secretary	31
18.2.	Suspension and removal of PCA Secretary	31
18.3.	Powers, duties and authorities of PCA Secretary.....	31
19.	COMMITTEES	32
19.1.	Committees	32
19.2.	Powers delegated to Committees.....	32
19.3.	Committee meetings.....	32
20.	POLICIES, RULES AND REGULATIONS.	32
20.1.	Making and amending Policies, Rules and Regulations	32
20.2.	Effect of Policies	32
21.	INSPECTION OF RECORDS	32
21.1.	Right of the Members to Inspect Records	32
22.	ACCOUNTS	33
22.1.	Accounting Records.....	33
22.2.	Auditor.....	33
23.	SERVICE OF DOCUMENTS	33
23.1.	Document includes notice.....	33
23.2.	Methods of service on a Member	33
23.3.	Methods of service on PCA	33
23.4.	Post.....	33
23.5.	Fax or electronic transmission	33
24.	INDEMNITY	33
24.1.	Indemnity of officers	33
24.2.	PCA will indemnify each Indemnified Officer out of the property of PCA against:	34
24.3.	Insurance	34
25.	WINDING UP	34
25.1.	Contributions of Members on winding up	34
25.2.	Excess property on winding up	34
SCHEDULE 1	36
SCHEDULE 2	37
SCHEDULE 3	38

1. Definitions and Interpretations

1.1. Definitions

In this Constitution unless the context requires otherwise:

Affiliated Member means a pony club, Zone or association Registered with a Member State and admitted to PCA in accordance with clause 5.5 and the Policies.

AGM or **Annual General Meeting** means the annual General Meeting of PCA required to be held by PCA in each calendar year under section 250N(2) of the Corporations Act. (AGM once a calendar year within 5 months of end of Financial Year)

Appointed Director means a Director appointed in accordance with clause 13.

Board means the board of the PCA as constituted from time to time in accordance with this Constitution.

Board Meeting means a meeting of the Board convened in accordance with clause 15.

CEO means a person appointed as chief executive officer of PCA by the Board.

Committee means a committee established by the Board under clause 19.

PCA Secretary means a person appointed as secretary of PCA by the Board under clause 18.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Corporations Act means the *Corporations Act 2001 (Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to PCA.

Corporate Members are corporate organisations whose interests coincide with those of PCA and which are admitted to membership of PCA in accordance with clause 5.7 and the Policies.

Director means a Director elected in accordance with clause 13.

First Directors means the directors referred to in clause 13.2.1

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to PCA as an individual member in accordance with clause 5.6.

Life Member means a person admitted to PCA as a life member in accordance with clause 5.4.

Member means a member of PCA in accordance with clause 5.

Member State means a legal entity representing a State admitted to PCA as a Member State in accordance with clause 5.3.

Objects means the objects of PCA in clause 2.

Official means, in connection with any body corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as chairperson, president, vice president, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Policy means any policy of the PCA existing as at the date of this Constitution, a policy, rules or regulations made under clauses 7.2, 20.1.1 and 20.1.2

The Pony Club means the “The Pony Club Ltd” (UK).

Registration means registration or affiliation of an Individual Member or an Affiliated Member with a Member State, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of PCA as required by clause 5.2, and **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member State at a General Meeting of PCA.

PCA means “Pony Club Australia Ltd” as recognised by The Pony Club from time to time and includes Pony Club activities for athletes with disabilities.

Pony Club means PCA and all members and affiliates that take part in Pony Club activities.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.

Sporting Power means that power delegated to PCA by The Pony Club for the exclusive control and management of Pony Club in Australia.

State means the States of Australia which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

Statutes and Regulations means the statutes and regulations of The Pony Club and Pony Club International Alliance in force from time to time.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a Board Meeting or each Member State at a meeting of members to communicate with any other participant.

1.2. Interpretation

In this Constitution unless the context requires otherwise:

- 1.2.1. A reference to PCA is a reference to Pony Club Australia Ltd, a company limited by guarantee.
- 1.2.2. **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- 1.2.3. **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- 1.2.4. **(gender)** words importing any gender include all other genders;
- 1.2.5. **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- 1.2.6. **(successors)** a reference to an organisation includes a reference to its successors;
- 1.2.7. **(singular includes plural)** the singular includes the plural and vice versa;
- 1.2.8. **(instruments)** a reference to a law includes regulations and instruments made under it;
- 1.2.9. **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

- 1.2.10. **(include)** the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- 1.2.11. **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board; and
- 1.2.12. **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3. Corporations Act

- 1.3.1. In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.3.2. The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to PCA.

1.4. Headings

- 1.4.1. Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2. Objects

2.1. Objects

The objects of PCA shall be:

- 2.1.1. to act as the sole Australian affiliated member of The Pony Club in accordance with the Statutes and Regulations;
- 2.1.2. to conduct, encourage, promote, advance, establish and manage the structure of all levels of Pony Club and the activities of Pony Club in Australia interdependently with Members and others;
- 2.1.3. to adopt, formulate, issue, interpret and amend Policies, rules and regulations for the control and conduct of Pony Club activities in Australia;
- 2.1.4. to encourage the provision and development of appropriate facilities for participation in Pony Club activities;
- 2.1.5. to maintain and enhance standards, quality and reputation of Pony Club for the collective and mutual benefit and interests of members and PCA;
- 2.1.6. to promote Pony Club activities of PCA for commercial, government and public recognition and benefits;
- 2.1.7. to be the only body entitled to prepare and enter Australian teams in international Pony Club competitions;
- 2.1.8. to promote, control, manage and conduct PCA events, competitions and championships;
- 2.1.9. have regard to the public interest in its operations; and

- 2.1.10. to undertake other actions or activities necessary, incidental or conducive to advance these objects.

3. Powers

Solely for furthering the objects under clause 2, PCA, in addition to the Sporting Power and any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4. Income and Property of PCA

4.1. Sole Purpose

The income and property of PCA will only be applied towards the promotion of the Objects of PCA.

4.2. Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- 4.2.1. in return for any services rendered or goods supplied in the ordinary and usual course of business to PCA; or
- 4.2.2. of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or of reasonable rent for premises or property let by them to PCA.

5. Membership

5.1. Categories of Members

Members of PCA shall fall into one of the following categories:

- 5.1.1. Member States;
- 5.1.2. Life Members;
- 5.1.3. Affiliate Members;
- 5.1.4. Individual Members;
- 5.1.5. Corporate Members; or
- 5.1.6. Any other class of members deemed appropriate/approved by the Board from time to time.

5.2. Admission of members

A person will become a Member, and the Board will direct PCA Secretary to record their name in the register of Members kept by PCA, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Board, in which the Member undertakes to:

- 5.2.1. be bound by this Constitution, the Statutes and Regulations and the Policies of PCA (including Policies specific to the relevant category of Membership);
- 5.2.2. pay the fees and subscriptions determined to apply to the Member under clause 9; and
- 5.2.3. support PCA in the encouragement and promotion of its Objects.

5.3. Member States

- 5.3.1. PCA will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of Pony Club activities in the whole of that State in accordance with the Objects. Member States must be legal entities.
- 5.3.2. Unless otherwise determined by PCA and subject always to **clause 5.2**, at the time of adoption of this Constitution, the first Member States of PCA will be those entities which are currently recognised by PCA as the recognised controlling body for the Sport in their respective State.
- 5.3.3. Each Member State will:
 - 5.3.3.1. have objects that align with those of PCA as stated in clause 2 and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
 - 5.3.3.2. effectively promulgate and enforce the Constitution and Policies of PCA and the Statutes and Regulations;
 - 5.3.3.3. at all times act for and on behalf of the interests of PCA, the Members, and Pony Club;
 - 5.3.3.4. be responsible and accountable to PCA for fulfilling its obligations pursuant to PCA's strategic plan as revised from time to time;
 - 5.3.3.5. provide PCA with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - 5.3.3.6. provide PCA with copies of its business plans and budgets from time to time and within 14 days of request by the Board;
 - 5.3.3.7. be bound by this Constitution and the Policies and the Statutes and Regulations;
 - 5.3.3.8. act in good faith and loyalty to maintain and enhance PCA and Pony Club, its standards, quality and reputation for the collective and mutual benefit of the Members and PCA;
 - 5.3.3.9. at all times operate with and promote mutual trust and confidence between PCA and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - 5.3.3.10. maintain a database of all clubs, officials and members Registered with it in accordance with the Policies and provide a copy to PCA upon request from time to time by the Board in such means as may be required;
 - 5.3.3.11. not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Pony Club and its maintenance and development; and
 - 5.3.3.12. advise PCA as soon as practicable of any serious administrative, operational or financial difficulties, assist PCA in investigating those issues and cooperate with PCA in addressing those issues in whatever manner, including by allowing PCA to appoint an

administrator to conduct and manage its business and affairs, or to allow PCA itself to conduct itself all or part of the business or affairs of the relevant Member State and on such conditions as PCA considers appropriate.

5.3.4. Constitutions of Member States:

- 5.3.4.1. Each Member State shall take all steps necessary (as soon as possible after the adoption of this Constitution) to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
- 5.3.4.2. The constituent documents and any proposed amendments to the constituent documents of each Member State shall be subject to the approval of PCA.
- 5.3.4.3. It shall be the duty of PCA to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Member States provided that the said constituent documents and proposed amendments conform with this Constitution or the Policies.
- 5.3.4.4. If the constituent documents do not conform with this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform with this Constitution and the Policies.
- 5.3.4.5. For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of that inconsistency.
- 5.3.4.6. The constituent documents of a Member State must require the Member State to:
 - a) advise PCA as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
 - b) assist PCA in investigating those issues; and
 - c) cooperate with PCA in addressing those issues in whatever manner, including by allowing PCA to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow PCA itself to conduct all or part of the business or affairs of the Member State and on such conditions as PCA considers appropriate.
- 5.3.4.7. The Board may develop and implement Policies which may set out:
 - a) the membership criteria to be met by Member States; and
 - b) the privileges and benefits of Member State membership which may include the right to receive notice and attend, and the right to vote at, General Meetings.

5.4. Life Members

- 5.4.1. Life Membership is the highest honour which can be bestowed by PCA for longstanding and valued service to Pony Club in Australia.

- 5.4.2. Any Member may forward a proposed nomination to the Board for its consideration.
- 5.4.3. On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with clause 5.2.
- 5.4.4. Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- 5.4.5. The Policies will set out:
 - 5.4.5.1. the categories of Life Membership which exist;
 - 5.4.5.2. the criteria to be met by each category of Life Member; and
 - 5.4.5.3. the privileges and benefits of each category of Life Member which shall include the right to receive notice and attend, but not the right to vote at, General Meetings.
 - 5.4.5.4. A Life Member shall be posthumously recognised as a Life Member of PCA.
- 5.4.6. Subject to clause 5.2, at the time of adoption of this Constitution, the first Life Members of PCA shall be the persons listed in schedule 2 to this Constitution.

5.5. Affiliate Members

- 5.5.1. Only a legal entity may become an Affiliate Member.
- 5.5.2. In order to become an Affiliate Member, a legal entity must submit an application accompanied by an up-to-date copy of that legal entity's constituent documents.
- 5.5.3. Affiliate Membership may be granted by the Board in respect of an application made under clause 5.5.3 on such terms and conditions as the Board may see fit.
- 5.5.4. Affiliate Membership may be suspended or cancelled by the Board provided that the Board complies with the procedure set out in the relevant Policy.
- 5.5.5. The Policies will set out:
 - 5.5.5.1. the categories of Affiliate Membership which exist;
 - 5.5.5.2. the criteria to be met by each category of Affiliate Member;
 - 5.5.5.3. the privileges and benefits of each category of Affiliate Member which shall not include the right to receive notice, attend or to vote at, General Meetings; and
 - 5.5.5.4. the procedure for suspending or cancelling Affiliate Membership.
- 5.5.6. Subject to clause 5.2, at the time of adoption of this Constitution, the first Affiliate Members of PCA shall be the persons listed in Schedule 3 to this Constitution

5.6. Individual Members

- 5.6.1. No individual shall be Registered with PCA as an Individual Member except in accordance with this clause 5.6. PCA may in its discretion refuse to accept the person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.

- 5.6.2. Subject to clause 5.6.1, an individual that is recognised by, and Registered with, a Member State as a participant member will, upon Registration with the Member State and subject to veto by the Board, become an Individual Member of PCA and is subject to the provisions of this Constitution.
- 5.6.3. All Individual Members must:
 - 5.6.3.1. renew their membership, affiliation, accreditation or registration with their Affiliated Member or their Member State in accordance with the procedures applicable from time to time;
 - 5.6.3.2. otherwise remain a member, affiliated, accredited or registered with their Affiliated Member or their Member State in accordance with the procedures applicable from time to time; and
 - 5.6.3.3. without limiting clauses 5.6.3.1 and 5.6.3.2, pay such fees as may be prescribed by their respective Affiliated Member and Member State in respect of their membership, affiliation, accreditation or registration, from time to time.
- 5.6.4. In addition to the effect of membership set out in clause 5.2, an Individual Member must comply with this Constitution and the Policies.
- 5.6.5. An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Policies but, in any event, shall not be entitled to receive notice, attend or vote at General Meetings.

5.7. Corporate Members

- 5.7.1. Only a legal entity may become a Corporate Member.
- 5.7.2. In order to become a Corporate Member, a legal entity must submit an application in a form prescribed by the Board.
- 5.7.3. Corporate Membership may be granted by the Board in respect of an application made under clause 5.7.2 on such terms and conditions as the Board may see fit.
- 5.7.4. Corporate Membership may be suspended or cancelled by the Board provided that the Board complies with the procedure set out in the relevant Policy.
- 5.7.5. The Policies will set out:
 - 5.7.5.1. the categories of Corporate Membership which exist;
 - 5.7.5.2. the criteria to be met by each category of Corporate Member;
 - 5.7.5.3. the privileges and benefits of each category of Corporate Member which shall not include the right to receive notice, attend or to vote at, General Meetings; and
 - 5.7.5.4. the procedure for suspending or cancelling Corporate Membership.

5.8. General

- 5.8.1. PCA must keep a register of all Members in accordance with the Corporations Act.
- 5.8.2. No Member whose membership ceases has any claim against PCA or the Board for damages or otherwise arising from cessation or termination of membership.

- 5.8.3. Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- 5.8.4. A Member must treat all staff, contractors and representatives of PCA with respect and courtesy at all times.
- 5.8.5. A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of PCA or Pony Club, or both.

5.9. Limited Liability

Members have no liability in that capacity except as set out in clause 25.

6. Cessation of Membership

6.1. Cessation

A member ceases to be a Member on:

- 6.1.1. resignation;
- 6.1.2. death;
- 6.1.3. the termination of their Membership according to this Constitution or the Policies;
- 6.1.4. if a body corporate, being dissolved or otherwise ceasing to exist;
- 6.1.5. without limiting the foregoing:
 - 6.1.5.1. in the case of Members who are not Member States, that Member no longer meeting the requirements for Membership according to clause 5; and
 - 6.1.5.2. in the case of Members who are Member States, that Member ceasing to be a Member in accordance with clause 8.

6.2. Resignation

For the purposes of clause 6.1.1, a Member may resign as a member of PCA by giving 14 days' written notice to the Board. Where a Member State seeks to resign as a member of PCA the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from PCA.

6.3. Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon PCA or the Board for damages or otherwise, or claim upon its property including its intellectual property rights.

7. Grievances and Discipline of Members

7.1. Jurisdiction

- 7.1.1. All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of PCA whether under the Policies or under this Constitution.

7.2. Policies

- 7.2.1. The Board may make a Policy or Policies:
 - 7.2.1.1. for the hearing and determination of:

- 7.2.1.2. grievances by any Member who feels aggrieved by a decision or action of PCA (or a Member State or Affiliated Member); and
 - 7.2.1.3. disputes between Members relating to the conduct or administration of PCA (or a Member State or Affiliated Member);
 - 7.2.1.4. for the discipline of Members;
 - 7.2.1.5. for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - 7.2.1.6. for the termination of Members (except in respect of Member States).
- 7.2.2. The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- 7.2.2.1. breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Board or any duly authorised committee; or
 - 7.2.2.2. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of PCA and/or Pony Club; or
 - 7.2.2.3. prejudiced PCA or Pony Club or brought PCA or Pony Club into disrepute;
 - 7.2.2.4. for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Board considers appropriate.
- 7.2.3. During investigatory or disciplinary proceedings under this clause 7, a respondent may not participate in Pony Club activities, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.
- 7.2.4. The Board shall include in any Policy or Policies a final right of appeal to an independent body outside the control of the PCA.

8. Termination of membership of Member State

8.1. Sanctions for Discipline of Member States

- 8.1.1. Without limiting matters that may be referred to in the Policies, any Member State that is determined by the Board to have acted in a manner set out in clause 7.2.2 shall be liable for the sanctions set out in that Policy, including termination of Membership (which shall only take place in accordance with the procedure set out in this clause 8).

8.2. Termination of Membership of Member States

- 8.2.1. No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member State under the Policies have been exhausted.
- 8.2.2. Subject to compliance with clause 8.2.1 (and the Policies), the Board may recommend to a General Meeting to terminate the membership of a Member State.

- 8.2.3. Upon recommendation from the Board under clause 8.2.2, a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- 8.2.4. Where the membership of a Member State is terminated in accordance with this clause 8.2:
 - 8.2.4.1. the Board may recommend to the General Meeting that PCA admit another body, which meets the requirements in clause 5.3.1, as the Member State to represent the relevant State; and
 - 8.2.4.2. the General Meeting may, by Special Resolution, admit the recommended body as the Member State to represent the relevant State, subject to clause 5.2.

9. Fees and Subscriptions

9.1. Membership Fee

- 9.1.1. The Board must determine from time to time in respect of PCA:
 - 9.1.1.1. the amount (if any) payable by an applicant for membership;
 - 9.1.1.2. the amount of the annual subscription fee payable by each Member, or any class of Members;
 - 9.1.1.3. any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature; and
 - 9.1.1.4. the payment method and the due date for payment.
- 9.1.2. Each Member must pay to PCA the amounts determined under this clause 9 in accordance with clause 9.1.1.4.
- 9.1.3. Sufficient notice should be given for any increase in fees.

9.2. Non-Payment of Fees

Subject to clause 9.3, the right of a Member to attend and vote at a General Meeting or to participate in any events or competitions sanctioned by PCA, is suspended while the payment of any subscription or other amount determined under clause 9 is in arrears greater than 90 days.

9.3. Deferral or reduction of subscriptions

- 9.3.1. The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board are satisfied that:
 - 9.3.1.1. there are reasonable grounds for doing so;
 - 9.3.1.2. PCA will not be materially disadvantaged as a result; and
 - 9.3.1.3. the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- 9.3.2. If the Board defers or reduces a subscription or other amount payable by a Member under this clause 9.3, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

10. General Meetings

10.1. Annual General Meeting

- 10.1.1. AGMs of PCA are to be held:
- 10.1.1.1. according to the Corporations Act; and
 - 10.1.1.2. at a date and venue determined by the Board.

10.2. Power to convene General Meeting

- 10.2.1. The Board may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- 10.2.2. The Member States may convene a General Meeting which must comply with the requirements under the Corporations Act. (Section 249D requires 5% of the votes which may be cast at a general meeting or at least 100 members)

10.3. Notice of General Meeting

- 10.3.1. Notice of a General Meeting of Members must be given:
- 10.3.1.1. to all Members entitled to attend the General Meeting, the Board, and the auditor of PCA; and
 - 10.3.1.2. in accordance with clause 10.3.3, clause 23 and the Corporations Act.
- 10.3.2. At least 45 days prior to the proposed date of the AGM, the CEO will request from Member States, notices of motions, which must be received no less than 28 days prior to the AGM. If a CEO is not in place, then this would become the responsibility of the PCA Secretary.
- 10.3.3. At least 21 days' notice of the time and place of a General Meeting must be given, together with:
- 10.3.3.1. all information required to be included in accordance with the Corporations Act;
 - 10.3.3.2. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - 10.3.3.3. where applicable, any notice of motion received from any Member State or Director in accordance with the Corporations Act;
 - 10.3.3.4. where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4. No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5. Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Board the Board may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened:

- 10.5.1. by Members according to the Corporations Act;
- 10.5.2. by the Board at the request of Members; or
- 10.5.3. by a court.

10.6. Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- 10.6.1. each Member entitled to attend the General Meeting; and
- 10.6.2. each other person entitled to notice of a General Meeting under the Corporations Act.

10.7. Contents of notice postponing General Meeting

10.7.1. A notice postponing a General Meeting must specify:

- 10.7.1.1. the new date and time for the meeting;
- 10.7.1.2. the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- 10.7.1.3. if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

10.8. Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 11.8 or the Corporations Act.

10.9. Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

10.10. Representative at postponed General Meeting

Where:

- 10.10.1. by the terms of an instrument appointing a Representative, that Representative is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- 10.10.2. the date for the meeting is postponed to a date later than the date specified in the instrument, then that later date is substituted for the date specified in the instrument appointing that Representative, unless the appointing Member notifies PCA in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

10.11. Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

10.12. Right to appoint representative

10.12.1. In accordance with the Corporations Act, each Member State is entitled to appoint in writing an individual as their Representative to attend General Meetings, provided that the Member State has not appointed a proxy under clause 10.13.

10.12.2. In addition to each Member State's appointed representative, each Member State shall be entitled to appoint in writing one further representative to attend meetings on their behalf but not vote.

10.13. Right to appoint proxy

10.13.1. A Member State entitled to attend a General Meeting of PCA is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Corporations Act.

10.13.2. A proxy may be revoked by the appointing Member at any time by notice in writing to PCA.

10.13.3. A proxy has the same rights as the Member State at the meeting and may be appointed in writing in respect of more than one meeting. Only if the meetings are listed or it is a standing proxy until revoked by appointer.

10.14. Form of proxy

The instrument appointing a proxy may be in form determined by the Board from time to time provided it complies with the requirements under the Corporations Act.

10.15. Lodgment of proxy documents

A proxy may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or other authority (if any) under which the instrument is signed, are received by PCA:

10.15.1. at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and

10.15.2. at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.

10.15.3. An undated proxy is taken to be dated on the day that it is received by PCA.

10.16. Authority given by appointment

10.16.1. Unless the terms of the appointment specify to the contrary, an appointment by a Member State confers authority on a proxy or Representative:

10.16.1.1. to agree to a General Meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;

10.16.1.2. to speak to any proposed resolution; and

10.16.1.3. to demand or join in demanding a poll on any resolution.

10.16.2. Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or Representative on how to vote on those resolutions, the appointment is taken to confer authority:

10.16.2.1. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

10.16.2.2. to vote on any procedural motion; and

10.16.2.3. to act generally at the meeting.

10.16.3. Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:

10.16.3.1. at the postponed or adjourned meeting; or

10.16.3.2. at the new venue.

10.16.4. An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Member State that made the appointment.

10.16.4.1. The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.

10.16.4.2. The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.

10.16.4.3. If a proxy is appointed to vote on a particular resolution by more than one Member State and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

11. Proceedings at General Meeting

11.1. Number for a quorum

The number of Member States who must be present and eligible to vote for a quorum to exist at a General Meeting is 4.

11.2. Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the General Meeting.

11.3. Quorum and time

If within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

11.3.1. if convened by, or on requisition of, Members is dissolved; and

11.3.2. in any other case stands adjourned to such other day, time and place as the Chair determines.

11.4. Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved. At an adjourned meeting, the required quorum shall be 4 Member States.

11.5. Chairperson to preside over General Meetings

11.5.1. The Chairperson is entitled to preside as Chair at General Meetings.

11.5.2. If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):

- 11.5.2.1. a Director (or other person) chosen by a majority of the Board present;
- 11.5.2.2. the only Director present; or
- 11.5.2.3. a Representative of a Member State who is entitled to vote and is chosen by a majority of the Member States present.

11.6. Conduct of General Meetings

11.6.1. The Chair:

- 11.6.1.1. has charge of the general conduct of the meeting and of the procedures to be adopted;
- 11.6.1.2. may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- 11.6.1.3. may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.

11.6.2. A decision by the Chair under this clause 11.6 is final.

11.7. Adjournment of General Meeting

- 11.7.1. The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- 11.7.2. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- 11.7.3. Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8. Notice of adjourned meeting

- 11.8.1. It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- 11.8.2. In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9. Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10. Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

11.11. Declaration of results

- 11.11.1. At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- 11.11.2. A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of PCA, is conclusive evidence of the fact.
- 11.11.3. Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

11.12. Poll

- 11.12.1. If a poll is properly demanded in accordance with the Corporations Act, (by 5% of the members or by the Chair - Section 250L) it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 11.12.2. A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- 11.12.3. A demand for a poll may be withdrawn.
- 11.12.4. A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

11.13. Objection to voting qualification

- 11.13.1. An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - 11.13.1.1. may not be raised except at that meeting; and
 - 11.13.1.2. must be referred to the Chair, whose decision is final.
- 11.13.2. A vote not disallowed under the objection is valid for all purposes.

11.14. Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

12. Votes of Members

12.1. Votes of Members

- 12.1.1. At a General Meeting, on a show of hands and on a poll, each Member State shall have one vote
- 12.1.2. No Member other than Members States shall be entitled to vote at General Meetings.

12.2. Election of Elected Directors

- 12.2.1. Elections for Elected Directors shall be by exhaustive ballot in accordance with this clause 12.2 at the relevant General Meeting on papers prepared by the CEO or PCA Secretary.
- 12.2.2. Save where there is only one nominee for each position of Elected Director to be filled, the exhaustive ballot will be conducted as a poll as follows:

- 12.2.2.1. rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
- 12.2.2.2. the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
- 12.2.2.3. in the event that more than 1 nominee has an equal number of votes and that number of votes is the least number of votes, then:
 - a) provided that there remains at least 1 other nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;
 - b) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with clause 13.14;
 - c) rounds of voting will be continued with 1 or more nominees being eliminated from each round until only 2 nominees remain;
 - d) in the last round of 2 nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes; and
 - e) in the event that the last round of voting has only 1 nominee remaining, then a resolution is still required to be passed in favour of the election of that nominee in order for the nominee to be elected.

12.3. Resolutions not in General Meeting

- 12.3.1. If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of PCA held at the time on which the document was signed by the last Member entitled to vote.
- 12.3.2. For the purposes of clause 12.3.1, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- 12.3.3. A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

13. Directors

13.1. Number of Directors

- 13.1.1. There must be not less than six Directors and not more than eight Directors.
- 13.1.2. Subject to clause 13.1.1 not more than 5 Directors are to be elected by the Members (**Elected Directors**), and not more than 3 Directors are to be appointed under clause 13.10.

13.2. First Directors

13.2.1. The First Directors are:

- Vicki Connelly
- Rose Pinter
- Judy Pitt
- Carol Paterson
- Sharon le Mesurier

The first Appointed Directors are:

- Elizabeth Wigney
- (Director B)

13.2.2. Subject to the Corporations Act and clause 13.3

13.2.2.1. at the Annual General Meeting on the first anniversary of this Constitution being implemented, Director A and three other First Directors (or any person who has filled the position of a First Director) who, in the absence of agreement will be determined by lot, will resign (but are eligible for re-election) and an election will be held to elect three Elected Directors and the Board will appoint a further Director in accordance with clause 13.10 at the next meeting of the Directors held following that Annual General Meeting; and

13.2.2.2. at the Annual General Meeting on the second anniversary of this Constitution being implemented, Director B and four other First Directors (or any person who has filled the position of one of these Directors) will resign (but are eligible for re-election) and an election will be held to elect three Elected Directors and the Board will appoint a further Director in accordance with clause 13.10 at the next meeting of the Directors held following that Annual General Meeting.

13.2.3. Any period during which a First Director holds office prior to their resignation in accordance with clause 13.2.2 shall be deemed to be a term for the purposes of this clause 13.

13.2.4. An Appointed Director appointed:

13.2.4.1. in accordance with clause 13.2.2.1 shall retire at the Annual General Meeting on the fourth anniversary of this Constitution being implemented;

13.2.4.2. in accordance with clause 13.2.2.2 shall retire at the Annual General Meeting on the fifth anniversary of this Constitution being implemented;

13.2.4.3. in accordance with clause 13.2.2.3 shall retire at the sixth anniversary of this Constitution being implemented

13.3. Eligibility

13.3.1. For the period from the date of this Constitution a person who:

13.3.1.1. is an employee of any of PCA, a Member State, Affiliated member or a Corporate Member; or

13.3.1.2. holds a position as an Official Position with a Member State, or

13.3.1.3. was a Director of PCA and clause 13.5.2 applies.

(each a disqualifying position) may not hold office as a Director.

13.3.2. A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.

13.3.3. A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.

13.3.4. No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of clause 13.8.

13.3.5. The Board may determine position or role descriptions or necessary qualifications for Director positions.

13.4. Nomination for election

13.4.1. At least 45 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in the position of an Elected Director, the CEO or PCA Secretary will request from Members nominations (which comply with this clause 13.4) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.

13.4.2. Any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.

13.4.3. A nomination must:

13.4.3.1. be in the form required by the Board; and

13.4.3.2. signed as approved by the committee of a Member State; and

13.4.3.3. provide proof of any qualifications required by the Board for that position

13.4.3.4. signed by the nominator and nominee

13.5. Term of office of Directors generally

13.5.1. Subject to clauses 13.2, 13.8 and 13.9, an Elected Director will hold office for a term of 2 years.

13.5.2. Subject to clause 13.13.2, no person shall be entitled to hold office as a Director if, in the preceding two (2) year period they held office as a Director and, at the end of their term of their appointment, they were not entitled to serve another term due to clause 13.8.

13.6. Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including clause 13.5.2, 13.8 and 13.13.2, is eligible for re-election.

13.7. Elected Director elected at General Meeting

13.7.1. At a General Meeting:

13.7.1.1. at which an Elected Director retires; or

13.7.1.2. at the commencement of which there is a vacancy in the office of an Elected Director, there will be a vote of the Members

conducted in accordance with clause 12.2 to fill the vacancy by electing someone to that office.

- 13.7.1.3. Subject to clauses 13.8 and 13.13, an Elected Director elected under this clause 13.7 takes office at the end of the meeting at which they are elected for a period of two years.

13.8. Maximum term of office for Directors

- 13.8.1. A Director may not serve more than 3 consecutive terms as a Director, including where any one of the terms is as an Appointed Director.
- 13.8.2. 13.8.2 For the purpose of **13.8.1**, service:
- 13.8.2.1. by a person filling a casual vacancy in an Elected Director position under clause 13.9.1 for any period will be treated as a term;
- 13.8.2.2. by a person in an Appointed Director position under clause 13.10.1 for any period will be treated as a term; and
- 13.8.2.3. by a First Elected Director prior to their resignation in accordance with clause 13.2.3 will be treated as a term.
- 13.8.3. Subject to clause 13.13.2, a Director who has served a maximum term in accordance with **clause 13.8.1** shall not be eligible to be a Director for two years following the completion of their maximum term.

13.9. Casual vacancy

- 13.9.1. The Board may at any time appoint a person to be a Director to fill a casual vacancy. (as defined in **clause 13.14**) in the rank of elected Directors.
- 13.9.2. A person appointed under **clause 13.9.1** holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

13.10. Appointed Directors

- 13.10.1. In addition to the Elected Directors, the Directors may themselves appoint up to three persons to be Directors because of their special business acumen and/or technical skills. These persons shall be known as the "Appointed Directors". The first Appointed Directors are set out in **clause 13.2.1**
- 13.10.2. Subject to **clauses 13.2.4, 13.8** and **13.13**, an Appointed Director appointed under this clause holds office for term determined by the Board not to exceed two terms and the appointment shall be on such other terms as the Board determine.
- 13.10.3. A person may only serve two terms as an Appointed Director but, subject to the other requirement of this Constitution, are otherwise eligible to be elected to an Elected Director position.
- 13.10.4. The Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 13.14**) in the rank of the Appointed Directors on whatever terms the Board decide.

13.11. Remuneration of Directors

Subject to **clause 13.14**, a Director may not be paid for services as a Director but, with the approval of the Board and subject to the Corporations Act, may be:

- 13.11.1. paid by PCA for services rendered to it other than as a Director; and
- 13.11.2. reimbursed by PCA for their reasonable travelling, accommodation and other expenses when:

13.11.3. travelling to or from Board Meetings, a Committee Meeting or General Meeting; or

13.11.4. otherwise engaged on the affairs of PCA.

13.12. Honorarium

PCA may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13.13. Removal of Director

13.13.1. Subject to the provisions of the Corporations Act, PCA may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.

13.13.2. Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 13.13.1** cannot be re-appointed as a Director within 3 years of their removal.

13.14. Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

13.14.1. is removed in accordance with **clause 13.13**;

13.14.2. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

13.14.3. resigns office by notice in writing to PCA;

13.14.4. accepts appointment to, or becomes the holder of, a disqualifying position as set out in clause 13.3 and does not resign from that position within 30 days; or

13.14.5. is not present personally at three consecutive Board Meetings without leave of absence from the Board; or

13.14.6. is directly or indirectly interested in any contract or proposed contract with PCA and fails to declare the nature of the interest as required by the Act.

13.15. Alternate Director

A Director cannot appoint an alternate.

14. Powers and Duties of the Board

14.1. Board to manage PCA

The Board is to manage PCA's business and may exercise those of PCA's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by PCA in General Meeting.

14.2. Specific powers of Board

Without limiting clause 14.1, the Board may, subject to clause 15, exercise all PCA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of PCA or of any other person.

14.3. Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit.

14.4. Appointment of attorney

The Board may appoint any person to be PCA’s attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

14.5. Provisions in power of attorney

A power of attorney granted under clause 14.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

14.6. Delegation of powers

14.6.1. Without limiting clause 17.5 the Board may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of PCA or any other person as it thinks fit.

14.6.2. Any delegation by the Board of its powers:

14.6.2.1. must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

14.6.2.2. may be either general or limited in any way provided in the terms of the delegation;

14.6.2.3. need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

14.6.2.4. may include the power to delegate.

14.6.3. If exercising a power depends on a person’s opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate’s opinion, belief or state of mind about that matter.

14.6.4. Any power exercised by a delegate is as effective as if it had been exercised by the Board.

14.7. Code of Conduct

The Board must:

14.7.1. adopt and publish a code of conduct for the Board; and

14.7.2. periodically review the code of conduct in light of the general principles of good corporate governance.

15. Proceedings of Board Meetings

15.1. Board Meetings

15.1.1. Subject to clause 15.1.2, the Board may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.

15.1.2. The Board must meet at least six times in each calendar year.

15.2. Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person or by proxy and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

15.3. Chair's casting vote

The chair of the meeting will not have a casting vote.

15.4. Quorum

Five Directors of whom at least four should be Elected Directors present in person constitutes a quorum.

15.5. Effect of vacancy

- 15.5.1. The continuing Board may act despite a vacancy in their number.
- 15.5.2. However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

15.6. Convening Board Meetings

A Director may, and the CEO on the request of a Director must, convene a Board Meeting.

- 15.6.1. Notice of a Board Meeting must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a Board Meeting may be given in person, or by post or by telephone, facsimile or other electronic means.
- 15.6.2. A Director may waive notice of a meeting of the Board by giving notice to that effect to PCA in person or by post or by telephone, facsimile or other electronic means.
- 15.6.3. A person who attends a Board Meeting waives any objection that person may have in relation to a failure to give notice of the meeting.
- 15.6.4. The non-receipt of a notice of a Board Meeting or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a Board Meeting.

15.7. Election of Chairperson

- 15.7.1. The Board may elect one of its number to be the Chairperson by a majority vote.
- 15.7.2. The Director elected to the office of Chairperson under clause 15.7.1 will remain Chairperson for the duration of their term of office as Director and shall chair any Board Meetings unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.

15.7.3. Despite clause 15.7.2, if:

15.7.3.1. there is no person elected as Chair; or

15.7.3.2. the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

15.7.3.3. the Chair is unwilling to act;

15.7.3.4. the Directors present may elect one of their number to be chair of the meeting.

15.8. Circulating resolutions

15.8.1. The Board may pass a resolution without a Board Meeting being held if all of the Directors who are entitled to vote on the resolution (not being less than the number required for a quorum at a Board Meeting) sign a document containing a statement that they are in favour of the resolution set out in the document.

15.8.2. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8.1** and is taken to be signed when received by PCA in legible form.

15.8.3. The resolution is passed when the last Director signs.

15.9. Validity of acts of Board

Everything done at a Board Meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

15.10. Directors' Conflicts of Interest

15.10.1. A Director shall declare to the Board that a Director's interest in any matter in which any conflict of interest arises as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.

15.10.2. Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.

15.10.3. In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

15.10.4. The CEO shall maintain a register of declared interests. If a CEO is not in place then this would become the responsibility of the PCA Secretary.

15.11. Minutes

The Board must cause minutes of Board Meetings to be made and kept according to the Corporations Act.

16. Telecommunication Meetings of PCA

16.1. Telecommunication Meeting

16.1.1. A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that:

16.1.1.1. the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board Meeting (as applicable); and

16.1.1.2. the meeting is convened and held in accordance with the Corporations Act.

16.1.2. All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause 16.

16.2. Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of PCA:

16.2.1. all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

16.2.2. each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

16.2.3. at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

16.2.4. a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;

16.2.5. a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and

16.2.6. a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

17. Chief Executive Officer

17.1. Appointment of CEO

The Board may appoint a CEO.

17.2. Powers, duties and authorities of CEO

17.2.1. The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.

17.2.2. The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Board.

17.2.3. The CEO's role will be to implement the strategies, plans and policies approved by the Board and will be responsible for the management and direction of PCA and its finances.

17.3. Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

17.3.1. The CEO will not be appointed to the Board within three years of his leaving the position of CEO.

17.4. CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of PCA, all meetings of the Board and any Committees and may speak on any matter, but does not have a vote.

17.5. Delegation by Board to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of PCA. The delegation will include the power and responsibility to:

17.5.1. develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;

17.5.2. manage the financial and other reporting mechanisms of PCA;

17.5.3. approve and incur expenditure subject to specified expenditure limits;

17.5.4. sub-delegate his or her powers and responsibilities to employees or internal management committees of PCA; and

17.5.5. any other powers and responsibilities which the Board consider appropriate to delegate to the CEO.

18. PCA Secretary

18.1. Appointment of PCA Secretary

18.1.1. There must be at least one PCA Secretary who is to be appointed by the Board.

18.1.2. A Director may be PCA Secretary

18.2. Suspension and removal of PCA Secretary

The Board may suspend or remove a PCA Secretary from that office.

18.3. Powers, duties and authorities of PCA Secretary

A PCA Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.

19. Committees

19.1. Committees

The Board may delegate any of their powers to Committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

19.2. Powers delegated to Committees

19.2.1. A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.

19.2.2. Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

19.3. Committee meetings

Unless otherwise determined by the Board, Committee meetings are governed by the provisions of this Constitution dealing with Board' meetings, as far as they are capable of application.

20. Policies, Rules and Regulations.

20.1. Making and amending Policies, Rules and Regulations

20.1.1. In addition to policies made under clause 7.2, the Board may from time to time make Policies:

20.1.1.1. That are required to be made under this Constitution

20.1.1.2. which in their opinion are necessary or desirable for the control, administration and management of PCA's affairs and may amend, repeal and replace those Policies.

20.1.2. PCA in General Meeting may amend, repeal or replace any Policy made by the Board without affecting the validity of acts or decisions made by the Board or anyone authorised to act pursuant to that Policy.

20.1.3. The Policies referred to in clause 20.1.1 take effect 28 days after the service of the Policy on the Member and shall be of force and effect on that date.

20.2. Effect of Policies

A Policy:

20.2.1. is subject to this Constitution;

20.2.2. must be consistent with this Constitution;

20.2.3. when in force, is binding on all Members and has the same effect as a provision in this Constitution; and

20.2.4. may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

21. Inspection of Records

21.1. Right of the Members to Inspect Records

A Member has the right to inspect any document of PCA (including registers kept by PCA) in accordance with the regulations made under the Corporations Act 2001 (Cth).

22. Accounts

22.1. Accounting Records

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

22.2. Auditor

A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

23. Service of Documents

23.1. Document includes notice

In this clause 23, document includes a notice.

23.2. Methods of service on a Member

PCA may give a document to a Member:

- 23.2.1. personally;
- 23.2.2. by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- 23.2.3. by sending it to a fax number or electronic address nominated by the Member.

23.3. Methods of service on PCA

A Member may give a document to PCA:

- 23.3.1. by delivering it to the Registered Office;
- 23.3.2. by sending it by post to the Registered Office; or
- 23.3.3. by sending it to a fax number or electronic address nominated by PCA.

23.4. Post

A document sent by post:

- 23.4.1. if sent to an address in Australia, may be sent by ordinary post; and
- 23.4.2. if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the second business day after the date of its posting.

23.5. Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- 23.5.1. to be effected by properly addressing and transmitting the fax or electronic transmission; and
- 23.5.2. to have been delivered on the business day following its transmission.

24. Indemnity

24.1. Indemnity of officers

Every person who is or has been:

- 24.1.1. a Director;

- 24.1.2. a CEO; or
- 24.1.3. a PCA Secretary,
- 24.1.4. to any other officers, employees, former officers or former employees of PCA or of its related bodies corporate as the Board in each case determine

Each person referred to in this paragraph 24.1 is referred to as an “**Indemnified Officer**” for the purposes of the rest of **clause 24**.

24.2. PCA will indemnify each Indemnified Officer out of the property of PCA against:

- 24.2.1. every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of PCA or of a related body corporate of PCA; and
- 24.2.2. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of PCA or of a related body corporate of PCA, unless:
- 24.2.3. PCA is forbidden by statute to indemnify the person against the liability or legal costs; or
- 24.2.4. an indemnity by PCA of the person against the liability or legal costs would, if given, be made void by statute.

24.3. Insurance

PCA may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, PCA Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- 24.3.1. PCA is forbidden by statute to pay or agree to pay the premium; or
- 24.3.2. the contract would, if PCA paid the premium, be made void by statute.

25. Winding Up

25.1. Contributions of Members on winding up

- 25.1.1. Each Member State must contribute to PCA's property if PCA is wound up while they are a Member or within one year after their membership ceases.
- 25.1.2. The contribution is for:
 - 25.1.2.1. payment of PCA 's debts and liabilities contracted before their membership ceased;
 - 25.1.2.2. the costs of winding up; and
 - 25.1.2.3. adjustment of the rights of the contributories among themselves,
 - 25.1.2.4. and the amount is not to exceed \$20.00.
- 25.1.3. No other Member must contribute to PCA's property if PCA is wound up.

25.2. Excess property on winding up

- 25.2.1. If on the winding up or dissolution of PCA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - 25.2.1.1. having objects similar to those of PCA; and

- 25.2.1.2. whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- 25.2.2. That body is, or those bodies are, to be determined by the Member States at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

SCHEDULE 1

Member States and Territories (at date of Constitution)

New South Wales
Northern Territory
Queensland
South Australia
Tasmania
Victoria
Western Australia

SCHEDULE 2

Life Members (at date of Constitution)

SCHEDULE 3

Affiliate Members