

## **12. DIRECTORS**

- (a) The members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (b) The person known and appointed to the position of Executive Officer (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

## **13. POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the governing body for Pony Club in Western Australia shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout Western Australia and shall govern Pony Club in Western Australia in accordance with this Constitution and in particular the Objects.

## **14. COMPOSITION OF THE BOARD**

### **14.1 Composition of the Board**

The Board shall comprise:

- (a) Six (6) elected Directors;  
who must all be Individual Members and who shall be elected under **clause 14.3**; and
- (b) One (1) Appointed State Coaching Panel Representative  
who must be an Individual Member and sit on the Association's State Coaching Panel.
- (c) up to two (2) appointed Directors;  
who need not be Individual Members and who may be appointed by the Directors elected under **clause 15**.

A Director cannot also be Delegate.

### **14.2 Election and Appointment of Directors**

- (a) The elected Directors shall be elected under **clause 15**.
- (b) The appointed Directors may be appointed under **clause 16**.

### **14.3 Portfolios**

The Board may allocate portfolios and/or titles to Directors.

## **15. ELECTED DIRECTORS**

### **15.1 Nominations**

- (a) Nominations for elected Director positions shall be called for sixty (60) days prior to the Annual General Meeting. When calling for nominations details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Board from time to time.
- (b) Nominees need not hold any executive position in a Club or Zone at the time of their nomination but must have held an executive position in a Club or Zone and shall be nominated by a Member Club.

### **15.2 Form of Nomination**

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose as determined by the Board
- (c) signed by 2 representatives; the President and Secretary from a Member Club;
- (d) certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which she is nominated; and
- (e) delivered to the Association not less than thirty (30) days before the date fixed for the Annual General Meeting.

### **15.3 Elections**

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

#### **15.4 Term of Appointment for Elected Directors**

- (a) Directors elected under this **clause 15** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to earlier retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) Three (3) elected Directors shall retire in each odd year and three (3) elected Directors shall retire in each even year until, after two (2) years the six (6) original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under **clause 15.4(b)** to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of three (3) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of his last term as an elected Director.

### **16. APPOINTED DIRECTORS**

#### **16.1 Appointment of Directors**

The elected Directors may appoint up to two (2) appointed Directors.

The appointed State Coaching Panel Representative will be chosen by the State Coaching Panel at the meeting of the State Coaching Panel immediately preceding the Annual General Meeting.

#### **16.2 Qualifications for Appointed Directors**

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Individual Members but must be natural persons. Appointed Directors cannot also be a Delegate.

#### **16.3 Term of Appointment for Appointed Directors**

- (a) Appointed Directors may be appointed by the elected Directors under this Constitution for a term of one (1) year, which shall commence from the first Board meeting after the Annual General Meeting until after the conclusion of the first Annual General Meeting following.
- (b) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.
- (c) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of three (3) consecutive full terms shall be eligible for appointment as an appointed Director until the next Annual General

Meeting following the date of conclusion of his last term as an appointed Director.

## **17. VACANCIES ON THE BOARD**

### **17.1 Casual Vacancies**

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

### **17.2 Grounds for Termination of a Director**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Association;
- (e) is convicted of a criminal offence;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (g) holds any office of employment with the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

### **17.3 If in the opinion of the Board (but subject always to this Constitution) a Director**

- (a) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; or
- (b) has brought the Association into disrepute; or
- (c) is suspected of breaching the Act.

The Board shall notify the Director of the Board's intention to terminate the Directorship and set out the grounds for doing so in writing, not less than 14 days proper to the Board meeting at which termination is to be considered. The Director may make representations to the Board in relation to the proposed termination, either in person or in writing, before the Board determines the matter.

#### 17.4 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute such a quorum.

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### 18. MEETINGS OF THE BOARD

#### 18.1 Board to Meet

The Board shall meet monthly in every calendar year for the dispatch of business and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within a reasonable time.

#### 18.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question, if a majority cannot agree on an issue then the issue will be forfeited.

#### 18.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution and such notice specifies that Directors are not required to be present in person;
  - (iii) if a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by that number of Directors which constitutes a quorum, and those Directors are not present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the

interruption the meeting shall be deemed to have terminated or adjourned; and

- (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

#### **18.4 Quorum**

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is five (5) of which four (4) must be Elected Directors

#### **18.5 Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

#### **18.6 Chairperson**

The Board shall appoint a chairperson from amongst its number. The chairperson shall be the nominal head of the Association and will act as chair of any Board meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

#### **18.7 Directors' Interests**

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

#### **18.8 Conflict of Interest**

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to

vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

#### **18.9 Disclosure of Interests**

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

#### **18.10 General Disclosure**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 18.9** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

#### **18.11 Recording Disclosures**

Any declaration made, any disclosure or any general notice given by a Director in accordance with **clauses 18.8, 18.9** and/or **18.10** must be recorded in the minutes of the relevant meeting.

### **19. EXECUTIVE OFFICER**

#### **19.1 Appointment of Executive Officer**

An Executive Officer may be appointed by the Board for such term and on such conditions as the Board thinks fit.

#### **19.2 Executive Officer to act as Secretary and Public Officer**

The Executive Officer shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

#### **19.3 Specific Duties**

The Executive Officer shall:

- (a) as far as practicable attend all Board meetings and all General Meetings;
- (b) prepare the agenda for all Board and General Meetings;