

ANNEXURE 'A'



RULES of INCORPORATION
of
PONY CLUB VICTORIA Inc

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RULES of INCORPORATION
of
PONY CLUB VICTORIA

1. NAME

The name of the Association is Pony Club Victoria Incorporated (**PCV**).

2. STATEMENT OF PURPOSES OF PCV

The Purposes for which PCV is established are to:

- (1) encourage young people to ride and learn to enjoy all approved kinds of sport connected with horses and riding;
- (2) promote and provide participation and education opportunities in all equestrian related sport and activities;
- (3) provide instruction in riding and horsemanship and to instil in Individual Members the proper care of their animals;
- (4) promote the highest ideals of fellowship, citizenship, sportsmanship and loyalty, and to cultivate strength of character and self-discipline;
- (5) conduct, encourage and promote a safe, welcoming and inclusive environment for all PCV riders, officials, volunteers and all other individual PCV members to participate in;
- (6) encourage and raise the levels of standards of member activity, fitness, recreation and safety of riders, horses, officials and other individuals participating in PCV in whatever capacity;
- (7) affiliate with Pony Club Australia Limited and any other body whose objects are similar to those of PCV;
- (8) undertake and do all such things or activities which are necessary, incidental or conducive to the advancement of the purposes.

3. DEFINITIONS, INTERPRETATIONS AND ENFORCEABILITY

3.1 Definitions

In these Rules, unless the contrary intention appears:

Act means the Associations Incorporation Reform Act 2012 (Vic).

Annual General Meeting means a meeting of PCV convened under Rule 16.

Appointed Zone Representative Director means a Zone Representative appointed to the Board under Rule 23.3(1)(b) or 23.3(2)(b).

Appointed Zone Nominated Director means a Member nominated by a Zone and appointed to the Board under Rule 23.3(1)(c) or 23.3(2)(c).

Appeals Panel means members drawn from the Disciplinary Panel constituted under Rule 27.4 but will be persons other than those who made the decision being appealed.

Board means the Board of PCV, being elected and appointed Directors under Rule 23.

Board Special Resolution means a resolution passed by at least three-quarters of the Board present and entitled to vote, at any duly convened meeting of the Board.

Chair means the Director appointed under Rule 23.3(4).

Chief Executive Officer or CEO means the person engaged under Rule 28 and has the same meaning as Executive Officer.

Director means those persons elected or appointed under Rules 23.4, 23.5 and 23.6, and where appropriate includes any person appointed to fill a casual vacancy under Rule 24.1, or acting as a temporary replacement under Rule 25.2(1).

Disciplinary Panel means the Panel appointed under Rule 27.4 to hear disciplinary matters.

Elected Director means a person elected by the Member Clubs at an Annual General Meeting under Rule 23.4.

Financial Year means the year commencing 1 July and concluding 30 June.

General Meeting means a meeting of PCV convened under Rules 16 and 17.

Horse includes heavy horses, ponies, mules, donkeys and other members of the family Equidae.

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, patents, images (including photographs, videos or films) or service marks relating to PCV or any sport or any event, competition or activity conducted, promoted, underwritten, sponsored or administered by PCV.

Member means a Member of PCV for the time being under Rule 7.

Individual Member means a natural person who is a member of PCV under Rule 7.2

Member Club means a Member under Rule 7.1.

Life Member means an individual appointed as a Life Member of PCV under Rule 7.3.

Affiliate Member means a Zone or any other entity admitted to PCV in accordance with rule 7.4.

PCA means Pony Club Australia Limited.

PCV means Pony Club Victoria Incorporated.

Postal Voting means remote voting using ordinary prepaid mail or voting by electronic and telecommunication means.

Probationary Membership means memberships for PCV and all its members and affiliates which have applied for membership of PCV, but which have not yet been approved for that membership under Rule 8.1(3).

Probationary Member Club is a club whose application for membership has been accepted by PCV under rule 8.1(4).

Register means the register of Members kept under Rule 11.

Regulations means any bylaws, rules or policy made by the Board under Rule 38.

Rules means these Rules of Incorporation of PCV and its Members.

Secretary means a person appointed by the Board under Rule 23.2(2)(d) to perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Special General Meeting means a meeting held in accordance with Rule 17.

Special Resolution:

- (1) means a resolution at a meeting of which not less than 42 days notice has been given under these Rules specifying the intention to propose the resolution as a Special Resolution and where;

- (2) of the Member Clubs entitled to vote under these Rules who vote (either in person/State Club Delegate or Postal), not less than three quarters vote in favour of the resolution.

State Council is a standing committee constituted under Rule 27.1.

State Club Delegate means a person appointed by a Member Club as its voting representative at General Meetings.

Voting Card is a card issued at registration to the nominated State Club Delegate at General Meetings.

Zone means a geographical area to which a Member Club is assigned as determined by the Board from time to time.

Zone Executive means office bearers of a Zone committee as defined in the Handbook of Bylaws.

Zone Representative means a person elected by a Zone to represent their Member Clubs and fulfil the requirements of the PCV Rules of Incorporation and bylaws

Interpretation

In these Rules:

- (1) a reference to a function includes a reference to a power, authority and duty;
- (2) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority or the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include all genders;
- (5) references to persons include corporations and bodies corporate;
- (6) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (7) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (8) expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

These Rules expressly displace the model rules under the Act.

The specification of the Purposes in Rule 2 are not in any particular order and are not to be construed so as to lead to the construction that any purpose is more important than any other purpose nor than any purpose which is specified in detail is more important than any purpose which has not been specified in detail, and no particular purpose will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

3.2 Enforceability

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions

of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

4. POWERS OF PCV BOARD

Solely for furthering the Purposes in Rule 2, PCV may:

- (1) acquire, hold, deal with and dispose of real or personal property, in accordance with PCV policy;
- (2) formulate, adopt, issue, interpret and amend policies, rules and regulations for the control and conduct of Pony Club in Victoria;
- (3) open and operate bank accounts;
- (4) invest its money in any manner authorised by these Rules;
- (5) borrow money upon such terms and conditions as PCV authorises;
- (6) give security for the discharge of liabilities incurred by PCV as PCV authorises;
- (7) appoint agents to transact any business of PCV on its behalf;
- (8) enter into any other contract it considers meets the organisational objectives within its financial powers delegated in the Procurement Policy; and
- (9) act as trustee and accept and hold real or personal property upon trust but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or these Rules.

5. APPLICATION OF INCOME

- (1) The income and property of PCV shall be applied solely towards the promotion of the Purposes.
- (2) No portion of the income or property of PCV shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member or Director in good faith for expenses incurred or services rendered.
- (3) The PCV Financial Year will commence on 1 July and conclude on 30 June.

6. LIMITATION OF RIGHTS AND LIABILITY OF MEMBERS

- (1) Except as otherwise provided by the Act or these Rules, a member of the Board, the Secretary or a Member of PCV is not, merely because of being such a Member or the Secretary, liable to contribute towards the payment of the debts and liabilities of PCV under Rule 34.
- (2) Unless expressly provided by these Rules, membership of PCV must not be taken to confer on a person any right, title or interest (whether legal or equitable) in the property of PCV.

7. MEMBERS

Members of PCV include:

- (1) Member Club;
- (2) Individual Member;
- (3) Life Member;
- (4) Affiliate Member; and
- (5) such other category or categories of Members in accordance with Rule 7.5 below.

7.1 Member Club

To be eligible for membership, a club:

- (1) must be engaged in conducting, participating in, controlling or promoting approved PCV activities;
- (2) must meet any criteria for membership in accordance with Rule 8.1

7.2 Individual Member

- (1) A person who is a member of a Member Club is an Individual Member of PCV.
- (2) Only Individual Members are eligible to hold office in a Member Club.

7.3 Life Member

- (1) The Board may determine criteria against which to assess any candidate recommended for Life Membership.
- (2) A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the State Council and ratified by the Board must be passed by a Special Resolution.
- (3) Only four Life Members may be appointed in any one year.
- (4) Life Members do not have voting rights at General Meetings unless they have been nominated as a State Club Delegate.

7.4 Affiliate Member

- (1) Only a legal entity may become an Affiliate Member.
- (2) Affiliate Membership may be suspended or cancelled by the Board provided that the Board complies with the procedure set out in any relevant policies.
- (3) The policies will set out:
 - (a) The categories of affiliate membership which exist;
 - (b) The criteria to be met by each category of affiliate membership; and
 - (c) The procedure for suspending or cancelling affiliate membership.

7.5 Creation of New Categories

The Board shall, by a Board Special Resolution, have the right to create from time to time, new categories of membership with such rights, privileges and obligations as it determines.

7.6 Effect of Membership

- (1) Members acknowledge and agree that:
 - (a) these Rules constitute a contract between each of them and PCV and that they are bound by the Act, Rules and Regulations;
 - (b) they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised committee;
 - (c) by submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of PCV;
 - (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of PCV; and
 - (e) they are entitled to all benefits, advantages, privileges and services of membership.

- (2) Members have the following privileges by virtue of membership of PCV:
- (a) Member Club
 - (i) to express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
 - (ii) to make proposals or submissions to the Board;
 - (iii) to attend General Meetings; and
 - (iv) to vote as per Rule 9(2).
 - (b) Individual Member
 - (i) to engage and participate in any activity approved, sponsored or recognised by PCV;
 - (ii) to attend and express or otherwise their views and opinions at any General Meeting;
 - (iii) to make proposals or submissions to the Board at any time in accordance with PCV Regulations; and
 - (iv) do not have the right to vote at General Meetings unless they are acting as State Club Delegate of their Member Club as appointed under Rule 9.
 - (c) Life Member
 - (i) to engage and participate in any activity approved, sponsored or recognised by PCV;
 - (ii) to attend General Meetings; and
 - (iii) do not have the right to vote at General Meetings unless they are acting as State Club Delegate of their Member Club as appointed under Rule 9.
 - (d) Affiliate Member
 - (i) to engage and participate in any activity approved, sponsored or recognised by PCV;
 - (ii) to make proposals or submissions to the State Council and/or the Board;
 - (iii) to attend General Meetings; and
 - (iv) shall not have the right to vote at General Meetings.
- (3) A right, privilege or obligation of a Member by reason of their membership of PCV:
- (a) is not capable of being transferred or transmitted to another Individual or club; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

8. APPLICATION FOR MEMBERSHIP

Subject to these Rules, an application for membership as a PCV Member in any category, save for Life Membership, must be in writing in the form approved by the Board from time to time.

8.1 Member Club Application

- (1) Eligibility for Club Membership

- (a) To be eligible for membership with PCV, a Member Club must be incorporated; and
 - (b) any Member Club that ceases to be a Member of PCV under rule 8.1(1)(a) shall not be entitled to re-apply for membership until it becomes incorporated.
- (2) An application for membership by a club must be:
- (a) made in accordance with the procedures set down by PCV from time to time; and
 - (b) accompanied by a copy of the applicant's rules which must be acceptable to PCV and substantially conform to these Rules and the Act.
- (3) PCV may accept or reject an application in its absolute discretion regardless of whether the club has complied with the requirements in rule 8.1(2)(a) or not. PCV shall not be required or compelled to provide reasons for such acceptance or rejection. If the application is rejected, PCV shall refund any fees forwarded with the application.
- (4) Probationary Club Membership
- A club becomes a Probationary Member Club when PCV accepts its application for membership and the club pays any fees payable to PCV as set out in Rule 10.
- (5) Full Club Membership
- Upon fulfilment of the requirements for membership, as set down by PCV from time to time, and approval of membership by the Board, PCV shall enter that Probationary Member Club's details into the Register and the Probationary Member Club shall become a Member Club from the time of entry on the Register.

8.2 Individual Member Application

A person automatically becomes an Individual Member of PCV once their application to become a member of a Member Club is accepted by the Member Club.

8.3 Affiliate Member Application

- (1) An application for membership by an Affiliate Member must be:
 - (a) made in accordance with the procedures set down by PCV from time to time; and
 - (b) accompanied by an up-to-date copy of that legal entity's constituent documents which must be acceptable to PCV and substantially conform to these Rules and the Act.
- (2) An application for Affiliate membership may be denied or granted by the Board in its absolute discretion and, if granted, on such terms and conditions as the Board may see fit.

8.4 Renewal of Membership

To renew membership all members must:

- (1) complete an application for membership renewal; and/or
- (2) lodge the renewal and pay fees as applicable using the method of application and payment specified in the Regulations.

9. STATE CLUB DELEGATE OF MEMBER CLUB

- (1) Each Member Club must appoint one State Club Delegate to represent, act and vote on its behalf at a General Meeting.
- (2) Only the appointed State Club Delegate can vote at any PCV meeting.

- (3) The Member Club must advise PCV of the identity of its State Club Delegate in the manner as determined by the Board from time to time.
- (4) Each State Club Delegate shall comply with the directions given by their Member Club, and must:
 - (a) be a member of the Member Club;
 - (b) be appropriately empowered by the Member Club to vote in accordance with their Member Club's directions;
 - (c) not be a Director; and
 - (d) not represent more than one Member Club at a General Meeting.

10. FEES

The annual membership fee payable by all Members to PCV, shall be:

- (1) fees as determined by the Board from time to time; and
- (2) paid in the time and manner with penalties (if any) for late payment as determined by the Board from time to time.

11. REGISTER OF ALL MEMBERS

11.1 PCV to Keep Register

PCV shall keep and maintain a Register of all Members in which shall be entered, as soon as practicable after approval of membership or receipt of the relevant information by the Secretary (as the case may be) the full name, address, category of membership and date of entry of the name of each Member.

11.2 Inspection of Register

Any member may, at a reasonable time and free of charge, inspect the register of members at the premises of PCV upon application to the CEO.

12. CESSATION OF MEMBERSHIP

12.1 When Individual Membership Ceases

An Individual Member shall cease to be a member when:

- (1) the person dies or loses legal capacity;
- (2) the person resigns from their Member Club;
- (3) the person is expelled from their Member Club;
- (4) the person ceases to be a member of their Member Club for any other reason;
- (5) the person fails to renew membership under Rule 12.6; or
- (6) their Member Club ceases to be a Member of PCV under Rule 12.6.

12.2 When Member Club or Affiliate Membership Ceases

A Member Club or Affiliate Member shall cease to be a member when:

- (1) the Member Club or Affiliate Member becomes insolvent;
- (2) the Member Club or Affiliate Member resigns from PCV;
- (3) the Member Club or Affiliate Member is expelled as a result of disciplinary proceedings under Rule 14.5;
- (4) the Member Club or Affiliate Member does not pay membership fees under Rule 10; or

- (5) any other circumstances that PCV considers is a termination of membership of Member Clubs or Affiliate Members.

12.3 Date when Membership Ceases

The resignation shall take effect on the latter of:

- (1) the date PCV receives the notice provided in accordance with rule 12.1 or 12.2;
and
- (2) the date stated in the notice (if any).

12.4 Record of Resignation

A Member Club must notify PCV of any resignations or membership cessation under Rules 12.1 or 12.2.

An entry recording the date on which the Member ceased to be a Member, shall be recorded in the Register as soon as practicable.

12.5 No refund upon membership ceasing

There shall be no refund of fees and like monies paid to PCV following a membership ceasing.

12.6 Failure to Renew

A Member Club, Affiliate Member or Individual ceases to be a Member if he, she or it fails to renew with or re-join PCV in accordance with the procedure set down from time to time within three months of being required to do so, unless otherwise determined at the Board's discretion.

12.7 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon PCV and its property including Intellectual Property.

13. GRIEVANCE PROCEDURE

13.1 Notice of Dispute

Any Member may give written notice of a dispute under these Rules (not being a disciplinary matter within the meaning of Rule 14) when it is:

- (1) between any Member Clubs and/or Individual Members:

to their Zone Representative;

the Zone Representative with, as required, the CEO in consultation with each other shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, setting out procedures to be followed to ensure procedural fairness, and requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.

Or

- (2) between any Member Club, Individual Member or Affiliate Member and PCV:

to the CEO or the Board;

the matter shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, setting out procedures to be followed to ensure procedural fairness, and requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.

- (3) If requested by any one or more parties to the dispute, the Zone Representative/CEO shall facilitate the arrangement of the meeting referred to in Rule 13.

13.2 Dispute referred to mediation

If the parties are unable to resolve the dispute at the meeting referred to in Rule 13.1, or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this Rule 13.

13.3 Appointment of Mediator

If the matter proceeds to mediation in accordance with Rule 13.2, an independent mediator shall be appointed within 14 days of the meeting (or the time for the meeting) referred to in Rule 13.1 which mediator shall be:

- (1) a person having knowledge and expertise in relation to sport, and the subject matter of the dispute; and
- (2) a person agreed by the parties; or
- (3) in the absence of agreement,
 - (a) in the case of a dispute between Members and/or Member Clubs, a Director appointed from the State Council or the Board, and approved by the Chair; or
 - (b) in the case of an unresolved or conflicted dispute between Members and/or Member Clubs and PCV, a mediator may be appointed by the National Sports Dispute Centre, the Dispute Settlement Centre of Victoria, or other independent mediation service.

13.4 Mediation Procedure

- (1) The mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.
- (2) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
 - (a) give to the parties every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
 - (c) allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - (d) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (3) The cost of the mediation shall be equally borne by the parties.
- (4) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- (5) If the dispute referred to mediation in accordance with Rule 13.2 is not resolved, there shall be no further right of complaint or appeal under the Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

14. DISCIPLINE OF MEMBERS

14.1 Breach of Code of Conduct

Any Member shall not:

- (1) breach, fail, refuse or neglect to comply with a provision of these Rules, or any policy, resolution or determination of the Board;
- (2) act in a manner unbecoming of a Member or prejudicial to the purposes and interests of PCV or pony club generally; or
- (3) bring PCV or pony club generally into disrepute.

14.2 Report of Discipline Matter

- (1) Any Member may give written notice of a disciplinary matter relating to the conduct or otherwise of a Member to the CEO.
- (2) The CEO shall as soon as practicable, but within seven days, forward written details of the disciplinary matter to at least one member of the Disciplinary Panel.

14.3 Consideration of Matter

- (1) At least three members of the Disciplinary Panel so convened shall, as soon as practicable after receiving a notice under Rule 14.2(2), investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:
 - (a) the matter should be dismissed, because, in its determination, there has been no relevant breach of discipline in accordance with Rule 14.1; or
 - (b) the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary assessment").
- (2) If the Disciplinary Panel determines the disciplinary matter should be dismissed under Rule 14.3(1)(a), it shall, as soon as practicable, give written notice to the CEO of its determination which decision will be transmitted to the member. There is no appeal against a decision made under Rule 14.3(1)(a).
- (3) If the Disciplinary Panel determines the matter warrants further review under Rule 14.3(1)(b), it shall, as soon as practicable, serve a notice in writing on the Member, Director or Official:
 - (a) setting out its preliminary assessment, and including the grounds on which this preliminary assessment has been reached;
 - (b) stating that the Member may address the Disciplinary Panel at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice. A Member may be represented by their parent or guardian or other adult representative. Excepting for a parent or legal guardian, a Member cannot be represented by any person who is legally trained or qualified;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that they may do one or more of the following:
 - (i) attend that meeting; and/or
 - (ii) give PCV, before the date of that meeting a written statement setting out relevant information surrounding the matter, and (if appropriate) seeking dismissal of the matter.

14.4 Meeting of Disciplinary Panel

At least three members of the Disciplinary Panel may conduct the meeting convened in accordance with Rule 14.3(3) in such manner as it sees fit, but shall:

- (1) give to the Member every opportunity to be heard;
- (2) give due consideration to any written statement submitted by the Member;

- (3) allow the Member to be represented by their parent or guardian or other adult representative. Excepting for a parent or legal guardian, a Member cannot be represented by any person who is legally trained or qualified;
- (4) by resolution, determine whether to dismiss or uphold the matter; and
- (5) may request and/or require the member or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

14.5 Disciplinary Panel Resolution

The Disciplinary Panel, having had regard to any submission or evidence of the Member, may by resolution:

- (1) impose a warning;
- (2) reprimand the Member;
- (3) direct that any rights, privileges and benefits provided to that Member by PCV be suspended for a specified period and/or terminated;
- (4) suspend the Member from membership of PCV for a specified period;
- (5) expel the Member from PCV; and/or
- (6) impose any other such penalty as the Disciplinary Panel considers appropriate, which may include a fine not exceeding \$500.00,

if the Disciplinary Panel considers that the Member has committed a breach of the Code of Conduct contrary to Rule 14.1 above.

14.6 Appeals arising from Decisions of Disciplinary Panel

- (1) The Member may exercise a right of appeal to the Appeals Panel. The members of which shall be drawn from the Disciplinary Panel constituted under Rule 27.4 but will be persons other than those who made the decision being appealed.
- (2) The appeal must be lodged in writing no later than 7 working days after the date of the Disciplinary Panel decision being made setting out the grounds of appeal and accompanied by a fee set by the Board from time to time. The fee will be refunded if appeal is upheld.
- (3) The grounds of appeal shall be confined to one or more of:
 - (a) a failure to apply the rules of natural justice or procedural fairness;
 - (b) the presentation of new evidence not available at the Disciplinary Panel hearing;
 - (c) an error of fact; and/or
 - (d) the penalty imposed was disproportionate to the offence.

14.7 Notice of Appeal to PCV

Where PCV receives a notice under Rule 14.6(2) indicating the Member wishes to appeal, the CEO shall convene an appeal hearing in accordance with these Rules, to be held within 28 days of the date on which PCV received such notice.

14.8 Decisions Binding

Decisions of the Appeals Panel will be binding upon PCV and any Member. There is no further right of appeal against a decision of the Appeals Panel under the PCV process.

14.9 Continuation of Rights

Until such time as the procedures set down under this Rule 14 are exhausted and/or a final determination is made, the Member shall be entitled to exercise all the usual rights of Membership under these Rules unless determined otherwise by the Board.

14.10 Bar to proceedings

Every Member acknowledges and agrees that this Rule 14.10 may be pleaded as an absolute bar to proceedings, suit or action against PCV, until all avenues of appeal allowed for in these rules are exhausted.

15. MEETINGS

- (1) All meetings including General Meetings, Board meetings and Committee meetings may be in person or by electronic means.
- (2) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of these Rules.
- (3) The Board shall hold at least 2 General Meetings in addition to the Annual General Meeting in each calendar year.

16. ANNUAL GENERAL MEETING

PCV shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the Act and on a date and at a time and venue to be determined by the Board.

16.1 Ordinary Business

The ordinary business of the Annual General Meeting shall be to:

- (1) confirm the minutes of the last preceding Annual General Meeting;
- (2) receive from the Board, reports upon the transactions of PCV during the last preceding year;
- (3) elect the Directors; and
- (4) receive and consider the statement submitted by the Board in accordance with the Act.

16.2 Special Business

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

16.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

16.4 Entitlement to Attend Meeting

The only persons entitled to be present at Annual General Meetings of PCV shall be the Members (personally, or by their Delegates) and Directors, except with the prior consent of the Board in its discretion.

17. SPECIAL GENERAL MEETINGS

17.1 Board to convene Special General Meetings

The Board may, whenever it thinks fit, convene a Special General Meeting of PCV and where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

17.2 Member Clubs Requisition of Special General Meetings

The Board shall on the requisition in writing of 10% of Member Clubs convene a Special General Meeting.

- (1) The requisition for a Special General Meeting shall state the object(s) of the meeting and the proposed resolutions, and shall be signed by the Member Clubs making the requisition and be sent to PCV and may consist of several documents in a like form, each signed by one or more of the Member Clubs making the requisition.
- (2) If the Board does not cause a Special General Meeting to be held within two months after the date on which the requisition is sent to PCV, the Member Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than four months after that date.
- (3) A meeting called under Rule 17.2(2) may only consider the same object(s) as the original requisition.
- (4) A Special General Meeting convened by Member Clubs under these Rules shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by PCV to those incurring the expenses.

18. NOTICE OF MEETINGS

18.1 Notice to be Given

The CEO must, at least 28 days before the date fixed for holding a General Meeting or Special General Meeting, and 42 days for an Annual General Meeting cause to be sent to all Members, a notice stating the place, date and time of the meeting, the nature of the proposed business to be transacted at the meeting and the manner in which the meeting will be held.

18.2 Business of Meeting

- (1) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (2) A Member desiring to bring any business before a meeting shall give at least 28 days notice in writing of that business to PCV which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

19. PROCEEDINGS AT MEETINGS

19.1 Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting except that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

19.2 Quorum

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item
- (2) Ten per cent (10%) of Member Clubs represented in person by their State Club Delegate constitutes a quorum for the transaction of the business at a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) convened upon the requisition of Member Clubs, shall be dissolved; and
- (b) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Member Clubs present (being not less than five) shall be a quorum.

20. PRESIDING AT MEETINGS

20.1 Chair to Preside

The Chair shall preside at each General Meeting of PCV.

20.2 Where Chair Absent

If the Chair is absent or is unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.

21. ADJOURNMENT OF MEETINGS

21.1 Person Presiding May Adjourn Meeting

The person presiding under these Rules at a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

21.2 Further Notice

- (1) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (2) Except as provided in Rule 21.2(1), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. VOTING AT GENERAL MEETINGS

22.1 Voting Rights

Members shall have the following voting rights at General Meetings:

- (1) Member Clubs shall be entitled to appoint one State Club Delegate, who shall be entitled to participate in debate and exercise one vote as directed by the Member Club;
- (2) Life Members, Individual Members, Affiliate Members and Probationary Member Clubs shall not be entitled to vote, but shall be entitled to participate in debate; and
- (3) a Member Club is not entitled to vote at any General Meeting unless all monies due and payable to PCV have been paid.

22.2 Voting Procedure

- (1) All votes shall be given personally or by Post, or by such method as determined by the Board. All in-person votes must be cast by a State Club Delegate as defined in Rule 9.
- (2) Unless otherwise determined by the Chair and/or required by the manner by which the meeting is being held, a question arising at a General Meeting shall be determined on a show of Voting Cards.
- (3) In the case of an equality of voting on a motion the motion shall not be carried.

22.3 Resolutions

- (1) Except in the case where a resolution is required by these Rules or otherwise by law to be a Special Resolution, a resolution put to the vote at a General Meeting is carried if a simple majority of the Member Clubs present and entitled to vote at a General Meeting vote in favour of the resolution.
- (2) At any General Meeting, all resolutions shall be decided on a show of Voting Cards unless a poll is demanded in accordance with Rule 22.4.
- (3) If votes are divided equally on any resolution (other than a Special Resolution), the resolution will lapse.
- (4) Unless a poll is demanded in accordance with Rule 22.4(1) the Chair may, on a show of Voting Cards, declare that a resolution has been carried or lost. If the resolution is a Special Resolution, the declaration must identify the resolution as a Special Resolution.
- (5) A declaration by the Chair in accordance with Rule 22.4(3)(b) must be entered in the minutes of the meeting. Such declaration and entry to that effect in the minutes is, without proof of the number or proportion of votes recorded in favour or against that resolution, conclusive evidence of how the resolution was determined. For the avoidance of doubt, neither the Chair nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

22.4 Voting by Poll

- (1) A poll may be demanded:
 - (a) by the Chair; or
 - (b) by a simple majority of Member Clubs taken to be present and entitled to vote on the resolution;either:
 - (c) before a vote is taken; or
 - (d) before or immediately after the voting results on a show of Voting Cards are declared.
- (2) The demand for a poll may be withdrawn.
- (3) Subject to Rule 22.4(4), if a poll is demanded on any resolution in accordance with Rule 22.4(1):
 - (a) the poll must be taken in the manner and at the time determined by the Chair; and
 - (b) the Chair must declare the determination of the resolution, as either carried or lost, on the basis of the poll.
- (4) If a poll is demanded on:
 - (a) a question of an adjournment, the poll must be taken immediately; or
 - (b) any other resolution, the poll must be taken before the close of the General Meeting at a time determined by the Chair.
- (5) A declaration by the Chair in accordance with Rule 22.4(3)(b) must be entered in the minutes of the meeting. Such declaration and entry to that effect in the minutes is, without proof of the number or proportion of votes recorded in favour or against that resolution, conclusive evidence of how the resolution was determined. For the avoidance of doubt, neither the Chair or the minutes of the

meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

- (6) The demand for a poll does not prevent a General Meeting from proceeding with any other business.

22.5 Postal Voting

- (1) Postal Voting shall be held in accordance with procedures prescribed by the Board which may include voting using secure electronic and/or telecommunication means.
- (2) All Postal Voting shall be conducted under conditions of a secret ballot and shall be scrutinised by at least 2 impartial persons duly appointed by the Board to conduct the ballot.

22.6 Proxies

Proxies are not permitted.

23. BOARD

23.1 Interim Board

The officers of PCV (president, vice presidents, treasurer, zone representatives) immediately prior to approval of these Rules shall continue in those positions until a Special General Meeting is held following adoption of these Rules. The Special General Meeting shall be held no later than 6 months after the adoption of these Rules. At this Special General Meeting, the position of Directors shall be filled in accordance with these Rules and become the first Board referred to in Rule 23.3(1) and 23.3(2).

23.2 Powers of Board

- (1) The affairs of PCV shall be managed by a Board constituted under Rule 23.3.
- (2) Subject to these Rules and the Act, the Board:
 - (a) shall control and manage the business and affairs of PCV;
 - (b) may exercise all such powers and functions as may be exercised by PCV other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting;
 - (c) has power to perform all such acts and things as appear to the Board to be essential for the proper governance of the business and affairs of PCV; and
 - (d) appoint a Secretary to PCV. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

23.3 Board Composition

The Board shall consist of three categories of Directors: four Elected Directors, two Appointed Zone Representative Directors and two Appointed Zone Nominated Directors, with one of each category eligible to stand for re-election each year.

- (1) In each year following the formation of the first Board under Rule 23.1, the Board shall have the following annual elections and appointments:
 - (a) one Elected Director, to be elected by Member Clubs at an Annual General Meeting; and
 - (b) one Appointed Zone Representative Director who shall be a Zone Representative and appointed by the Board; and
 - (c) one Appointed Zone Nominated Director, appointed by the Board from nominations by Zones; and

- (d) directors elected by Member Clubs at an Annual General Meeting to fill casual vacancies under Rule 24.1.
- (2) To give effect to Rule 23.3(1) the first Board following adoption of these Rules shall be formed as follows:
 - (a) four Elected Directors shall be elected by Member Clubs at a Special General Meeting under Rule 23.1;
 - (b) the four Directors elected under Rule (a) above shall appoint two Appointed Zone Representative Directors and two Appointed Zone Nominated Directors; and
 - (c) this Board shall then determine the terms of office for each Director to ensure rotational terms in accordance with Rule 23.3(1).
- (3) At all times, the Board will aim to have diversity on the Board in alignment with government policy.
- (4) The Chair shall be elected by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointee will hold their position until the conclusion of the next Annual General Meeting following their appointment. A Director may be reappointed as Chair.
- (5) Should any adjustment to the term of Directors be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board.
- (6) A person seeking election or appointment under Rule 23.4 or 23.6 who holds an office at Member Club or Zone level or is employed by PCV at time of election, must on election or appointment as a Director immediately resign from their previous role at club or Zone level or employment at PCV.

23.4 Elected Directors

- (1) Eligibility for Elected Director.

A person is eligible for election to the position of Elected Director only if they:

 - (a) are an Individual Member;
 - (b) are 18 years of age or over;
 - (c) are not disqualified from being a member of the Board under Section 78 of the Act;
 - (d) are not employed by a Member Club, Affiliate Member or PCV;
 - (e) do not have any outstanding fees payable to PCV;
 - (f) have specific skills to complement the Board composition;
 - (g) have not held a position on State Council within the previous five years; and
 - (h) have not exceeded maximum term under Rule 23.4(4).
- (2) Nomination for Elected Directors shall:
 - (a) be made in writing, signed by two office bearers of a Member Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
 - (b) be received at a time, date and place as stipulated on the nomination form.
- (3) Voting Procedures for Elected Directors.
 - (a) If the number of nominations received 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 Member Clubs present at an AGM, in person or by electronic means, and entitled to vote.

- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under Rule 24.1. Nominations not approved by majority of Member Clubs in Rule 23.4(3) shall be counted in respect of this Rule.
 - (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 order drawn by ballot, for each vacancy on the Board.
 - (d) The voting shall be conducted by secret ballot.
- (4) Term of Office:
- (a) Elected Directors shall be elected for a term of four years and are eligible for re-election, but for no more than two by four-year terms. Maximum cumulative service is nine years including any time served on State Council prior to the adoption of these Rules.
 - (b) Each Elected Director shall hold office until the conclusion of the fourth Annual General Meeting following the date of the Director's election, but the Director is eligible for re-election, subject to Rule 23.4(1). For the avoidance of doubt, the Director's office shall commence at the conclusion of the Annual General Meeting at which they are elected.
 - (c) For each four-year interval one Elected Director shall be elected each year.

23.5 Appointed Zone Representative Directors

- (1) Eligibility for Appointed Zone Representative Director.

A person is eligible for this appointment only if they:

- (a) are a natural person;
 - (b) are 18 years of age or over;
 - (c) are a member of PCV;
 - (d) are not employed by a Member Club, Affiliate Member or PCV;
 - (e) do not have any outstanding fees payable to PCV;
 - (f) have specific skills to complement the Board composition;
 - (g) are not disqualified from being a member of the Board under Section 78 of the Act;
 - (h) are a current Zone Representative;
 - (i) have not exceeded maximum term under Rule 23.5(4); and
 - (j) satisfy any other eligibility requirements determined by the Board from time to time.
- (2) Nomination for Appointed Zone Representative Director must be:
- (a) in writing on the prescribed form (if any) and endorsed by 2 State Councillors; and
 - (b) signed by the nominee expressing their willingness to accept the position for which they are nominated.
- (3) The Appointed Zone Representative Director must be appointed by the Board in collaboration with State Council, no later than the first Board meeting following

the AGM in accordance with the customs and procedures of the Board from time to time.

(4) Term of Office

- (a) Appointed Zone Representative Directors shall be appointed for two years and shall be eligible for reappointment but for no more than four two-year terms. Maximum cumulative service is nine (9) years including time served on State Council prior to the adoption of these Rules.
- (b) Each Appointed Zone Representative Director shall hold office until the conclusion of the second Annual General Meeting following the date of the appointment, but the Appointed Zone Representative Director is eligible for re-appointment, subject to Rule 23.5(1). For the avoidance of doubt, the Appointed Zone Representative Director's office shall commence at the conclusion of the Board Meeting at which they are appointed.

23.6 Appointed Zone Nominated Director

Each Zone may nominate only one person for this appointment, subject to 23.6(1) and 23.6(2).

(1) Eligibility for Appointed Zone Nominated Director.

A person is eligible for this appointment only if they:

- (a) are a natural person;
- (b) are 18 years of age or over;
- (c) are a member of PCV;
- (d) are not employed by a Member Club, Affiliate Member or PCV;
- (e) do not have any outstanding fees payable to PCV;
- (f) have specific skills to complement the Board composition;
- (g) are not disqualified from being a member of the Board under Section 78 of the Act;
- (h) are nominated by their Zone;
- (i) have not held a position on State Council within the previous five years; and
- (j) satisfy any other eligibility requirements determined by the Board from time to time.

(2) Nominations for an Appointed Zone Nominated Director must be:

- (a) signed by two members of the nominee's Zone Executive; and
- (b) signed by the nominee expressing their willingness to accept the position for which they are nominated.

(3) The Appointed Zone Nominated Director must be appointed by the Board no later than the first Board meeting following the AGM in accordance with the customs and procedures of the Board from time to time.

(4) Term of Office.

- (a) Appointed Zone Nominated Directors shall be appointed for two years and shall be eligible for reappointment but for no more than four two-year terms. Maximum cumulative service is nine (9) years including time served on State Council prior to the adoption of these Rules.
- (b) Each Appointed Zone Nominated Director shall hold office until the conclusion of the second Annual General Meeting following the date of the appointment,

but the Appointed Zone Nominated Director is eligible for re-appointment, subject to Rule 23.6(1). For the avoidance of doubt, the Appointed Zone Representative Director's office shall commence at the conclusion of the Board Meeting at which they are appointed.

24. VACANCY ON THE BOARD

24.1 Casual Vacancy

- (1) The Board may fill any casual vacancy in the position of Elected Director or appointed directors from any persons who meet the eligibility criteria for the vacant category under Rules 23.4(1), 23.5(1) or 23.6(1).
- (2) In the event of a casual vacancy in the office of an Elected Director, the Board may appoint another person who meets the eligibility criteria under Rule 23.4(1) and does not fall under Rule 23.4(3)(b), to the vacant office and the person so appointed may continue in office up to the conclusion of the next Annual General Meeting.
- (3) In the event of a casual vacancy in the office of an Appointed Zone Representative Director the Board may appoint another Zone Representative to the vacant office and the person so appointed may continue in office up to the completion of the term. The Board can request Zones to extend a Zone Representative's term under the Zone's constitution, to meet the vacated term requirement. Should it not be possible to fill a vacant role under this rule, then the vacancy will be filled under rule 24.1(1) and the person so appointed may continue up to the conclusion of the next Annual General Meeting.
- (4) In the event of a casual vacancy in the office of an Appointed Zone Nominated Director, the Board may appoint another person who meets the eligibility criteria under Rule 23.6(1) to the vacant office and the person so appointed may continue in office up to the conclusion of the vacated term.
- (5) Should a person filling the casual vacancy be elected as an Elected Director at the next Annual General Meeting he or she shall count the period held as part of the nine-year maximum period as set out in Rule 23.4(4).
- (6) Should the number of Directors be reduced to fewer than five they shall be authorised to act solely for the purpose of appointing casual vacancies to constitute a quorum and such appointments must be made within 21 days of the date on which the number of Directors falls below five.
 - (a) In the event that casual vacancies are not appointed to achieve a minimum number of five within the 21 days prescribed above, a General Meeting shall be convened by a remaining Director or the CEO for the purpose of filling the vacancies;
 - (b) During any such interregnum as may occur by the application of paragraph (a) above the remaining Directors are not authorised to make any decisions on behalf of or binding PCV.

24.2 Grounds for Termination of a Director

The office of a Director becomes vacant if the Director:

- (1) becomes an insolvent under administration within the meaning of the Act;
- (2) resigns the Director's office by notice in writing given to PCV;
- (3) dies or becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (4) is expelled from PCV or for any reason ceases to be a member of PCV;

- (5) is prohibited from being a director of a company under the Act;
- (6) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for the Director's absence at such meetings; or
- (7) no longer fulfils the Board eligibility requirements under rules 23.4(1), 23.5(1) or 23.6(1).

24.3 Removal of Director

- (1) Member Clubs in a Special General Meeting may by Special Resolution remove any Director elected under Rule 23.4 or appointed under Rules 23.5 or 23.6 before the expiration of the Director's term of office.
- (2) Where the Director to whom a proposed resolution referred to in Rule 24.3(1) applies makes representations in writing to the CEO or Chair and requests that such representations be notified to the Members, the CEO or the Chair may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

25. LEAVE OF ABSENCE

25.1 Grant of Leave of Absence

Subject to Rule 25.2, the Board shall grant a leave of absence to a Director for a period not exceeding three months, on the Board's acceptance of the Director's submission of a written application for such leave to the CEO.

25.2 Discretion as to Leave of Absence

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following the Board's consideration of an application submitted by a Director in writing to the CEO, provided:

- (1) if such period is less than one year, the Board may appoint a temporary replacement who must be eligible under Rules 23.4(1), 23.5(1) or 23.6(1); or
- (2) if such period is one year or more, that Director is taken to have resigned from the Director position (and a casual vacancy arises), but the Director shall be entitled to seek re-election at the next Annual General Meeting; and
- (3) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

26. QUORUM AND PROCEDURE AT BOARD MEETINGS

26.1 Convening a Board Meeting

- (1) The Board shall meet as required but shall meet in person or by electronic means on at least five occasions in each year and at such other times by such other means as it determines including additional face to face meetings.
- (2) Additional Meetings of the Board may be convened by the Chair or by any three Directors.
- (3) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days written notice of the meeting of the Board shall be given to each Director.
- (4) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:

- (a) delivering personally; or
- (b) sending it by electronic means or in such manner as determined by the Board, in accordance with the Director's last notified contact details, and no other business shall be transacted at such a meeting.

26.2 Quorum

- (1) Any five Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- (2) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (3) Subject to Rule 24.1(6) and this Rule 26.2, the Board may act notwithstanding any vacancy.

26.3 Procedures at Board Meetings

- (1) At meetings of the Board:
 - (a) the Chair shall preside; or
 - (b) if the Chair is absent or is unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.
- (2) Directors' interests:
 - (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the Act. That Director must declare the nature and extent of that interest, and the relation of that interest to PCV which shall be recorded in the minutes of the meeting. The Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
 - (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
 - (c) The Secretary shall maintain a register of declared interests.
- (3) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (4) Each Director present at a meeting of the Board (including the person presiding at the meeting) is:
 - (a) entitled to one vote; and
 - (b) if voting is equal on any question, the person presiding may not exercise a second or casting vote and the motion will be lost.
- (5) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (6) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of electronic communication;
- (b) if a failure in communications prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (c) any meeting held where one 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 person presiding at the meeting is located.

26.4 Minutes

PCV shall cause to be kept minutes of the resolutions and proceedings of each General Meeting and Board meeting, together with a record of the names of persons present at all meetings.

26.5 Meetings by technology

- (1) Board meetings may be held using:
 - (a) telecommunication;
 - (b) video-conferencing and similar technologies;
 - (c) any other technology which permits each Director to communicate with every other Director; or
 - (d) any combination of the technologies described in this Rule.
- (2) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (a) the participating Directors shall, for the purpose of every provision of these Rules concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (b) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

27. DELEGATED POWERS AND DUTIES

27.1 Committees

- (1) The Board may in writing delegate any of its functions, powers or duties (except this power to delegate) to committees appointed by the Board as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (2) The Board shall determine in writing the duties and powers of any committee appointed under Rule 27.1(1), and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (3) Any Director or Directors may be ex-officio members of any committee.
- (4) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rule 26

save that the quorum for a meeting of any committee will be not less than 50% of its membership, present at the time of the meeting.

- (5) Within seven days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the CEO.
- (6) Committees shall be entitled to use technology for the conduct of meetings in accordance with Rule 26.5.
- (7) Secretariat support for State Council and for committees (where appropriate) will be provided by the CEO or delegate.

27.2 State Council

- (1) State Council will be a standing committee of the Board established under Rule 27.1, from which two Zone Representatives will be appointed to the Board.
- (2) Members of the State Council will be elected by each of their Zones in accordance with PCV regulations.
- (3) The role of the State Council is set out in the State Council charter as determined by the Board in collaboration with State Council.
- (4) The State Council shall elect a chair from one of its members.
- (5) The term of membership of each member of the State Council shall be two years with eligibility for re-election for up to nine years cumulatively, including service prior to the commencement of these Rules. After nine years of cumulative service a member will be ineligible to be re-elected.
- (6) Any appointed member who has been removed under Rules 24.2 or 24.3 from the Board before expiration of their term, is ineligible to apply or reapply for Zone Representative or as a Director.

27.3 Zones

- (1) Member Clubs shall be organised into Zones as defined from time to time by the Board in collaboration with State Council.
- (2) Subject to these Rules, Zones may:
 - (a) conduct any activity approved by PCV;
 - (b) engage and participate in any activity approved, sponsored or recognised by PCV; and
 - (c) make proposals or submissions to the State Council and/or the Board.
- (3) Any changes to the composition or number of Zones will be determined from time to time by the Board in collaboration with State Council and having regard to what is in the best interests of PCV.

27.4 Disciplinary Panel

- (1) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with Rule 27.1 to a Disciplinary Panel, comprised of up to 10 persons appointed by the Board from time to time, which persons shall not be Directors or employees of PCV.
- (2) At least three panel members will constitute a subcommittee appointed by the Board for any one disciplinary matter.
- (3) If any matter to be determined by the Disciplinary Panel under Rule 14 gives rise to a conflict of interest on the part of any member of the Subcommittee in Rule 27.4(2), the Board may appoint another member to the Subcommittee in the member's stead for the determination of that matter only.

28. CHIEF EXECUTIVE OFFICER

The Board may appoint a suitably qualified person to the position of CEO of PCV.

28.1 Powers, duties and authorities of CEO

- (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.
- (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.
- (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 PCV and its finances.
- (4) The CEO will carry out the functions of the Secretary of PCV in accordance with the Act, for the duration of the CEO's appointment.

28.2 Suspension and removal of CEO

- (1) Subject to the terms and conditions of the appointment, and applicable employment laws from time to time, the Board may suspend or remove the CEO from that office.
- (2) The CEO will not be appointed to the Board within five years of leaving the position of CEO.

28.3 CEO to attend meetings

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

28.4 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 PCV. The delegation may include the power and responsibility to:

- (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;
- (2) manage the financial and other reporting mechanisms of PCV;
- (3) approve and incur expenditure subject to specified expenditure limits;
- (4) sub-delegate his or her powers and responsibilities other than the power of delegation to employees or internal management committees of PCV; and
- (5) delegate any other powers and responsibilities which the Board consider appropriate to delegate to the CEO.

29. MANAGEMENT OF FUNDS

- (1) The funds of PCV must be kept in an account or accounts in the name of Pony Club Victoria in a financial institution determined by the Board.
- (2) The Board is responsible for the expenditure of the funds of PCV and may authorise any person to expend the funds of PCV within specified limits and any expenditure above those limits must be approved or ratified by the Board.
- (3) The funds of PCV are to be used to do:
 - (a) anything which it considers will advance or achieve its Purposes, and its strategic and business plans; and

- (b) all other things that are necessary or incidental to carrying out the Purposes.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of PCV and all electronic payments by PCV must be signed, made or authorised (as applicable) by:
 - (a) two Directors; or
 - (b) any two persons so authorised by the Board.

30. SOURCES OF FUNDS

The funds of PCV shall be derived from membership subscriptions, entry fees, donations, sponsorships, investments and grants and such other sources as the Board determines.

31. AUDIT

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of PCV are met.
- (2) Without limiting subrule (1), those requirements include
 - (a) the preparation of the financial statements;
 - (b) auditing of the financial statements by a qualified auditor;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the Annual General Meeting of PCV;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

32. COMMON SEAL

PCV does not use a common seal.

33. ALTERATION OF RULES

These Rules shall not be altered except by Special Resolution in accordance with the Act.

34. WINDING UP AND CANCELLATION

- (1) PCV may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of PCV, the surplus assets of PCV must not be distributed to any members or former members of PCV.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to PCV and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

35. INDEMNITY

- (1) Every Director, officer, auditor, employee or agent of PCV shall be indemnified out of the property and assets of PCV against any liability incurred by such person in their capacity as Director, officer, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to such person by the Court.

- (2) PCV shall indemnify its Directors, officers and employees against all damages and costs (including legal costs) for which any such Directors, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (a) the case of a Director or officer performed or made whilst acting on behalf of and with the authority, express or implied of PCV; and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of the employee's employment by PCV.

36. SERVICE OF NOTICES

- (1) A notice may be served by or on behalf of PCV upon all Members either personally or by sending it:
 - (a) by post to the Member at the Member's address shown in the Register; or
 - (b) by electronic form of communication to the Member in accordance with details previously provided to PCV by the Member.
- (2) Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a document is forwarded to a person by some other form of communication, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time recorded in the transmission report or other log or record of sending, as appropriate.

37. CUSTODY AND MEMBER'S ACCESS TO MINUTES, BOOKS AND OTHER DOCUMENTS

- (1) Except as otherwise provided in these Rules, the CEO shall keep in their custody or under their control all books, documents and securities of PCV.
- (2) Members of PCV may apply to the CEO to access the Rules, Regulations, minutes of general meetings, members register, financial records, books, securities and other relevant documents of PCV. Upon receiving such a request, the Board /CEO may restrict access for reasons including, but not limited to, privacy, confidentiality or sensitive information, and decide to permit or refuse the request. If the CEO/Board permits the request, it may impose conditions upon the Member's access.

38. REGULATIONS

The Board may make Regulations and alter, amend, or rescind the same as may be required, and enforce penalties for their breach. Such Regulations shall have the same force and effect as the Rules, but shall not, in any way, oppose or be, in conflict with the Rules.