



DRAFT

**RULES**  
**of**  
**PONY CLUB VICTORIA**  
**INCORPORATED**

**2018**

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DRAFT

# RULES

of

## PONY CLUB VICTORIA INCORPORATED

### 1. NAME

The name of the association is Pony Club Victoria Incorporated, trading as Pony Club Victoria (**PCV**).

### 2. PURPOSES OF PCV

The Purposes for which PCV is established are to:

- (1) provide for the representation, promotion and support of pony clubs and good horsemanship throughout Victoria and elsewhere, including but not limited to:
  - (a) promoting a greater community awareness of Pony Club and its contribution to the community generally;
  - (b) promoting and holding, either alone or jointly with any other association, club, or person, meetings, education exercises and other activities of PCV generally;
  - (c) promoting, encouraging and providing facilities and materials for education relating to Pony Club, the practice and participation of Pony Club and to raise levels and standards of Pony Club in Victoria and elsewhere;
  - (d) facilitating and encouraging excellence in Pony Club and sporting administration and improving the standards of sportsmanship generally;
  - (e) promoting the health and safety of riders, horses, officials and other individuals participating in Pony Club in whatever capacity;
  - (f) representing the interests of Pony Club and participants in Pony Club within the State of Victoria at all levels;
  - (g) co-operating with and assisting any organisation having objects and purposes similar to those of the PCV in any manner which may further the interests of Pony Club or PCV generally;
  - (h) pursuing, supporting, promoting and conducting such programs and projects that relate to Pony Club and to the other activities of PCV generally; and
  - (i) assisting in the resolution of any matters affecting the interest of Pony Club or of PCV;
- (2) affiliate and/or otherwise liaise with such bodies as have similar (in whole or in part) purposes;
- (3) use and protect the Intellectual Property of PCV;

- (4) buy, acquire, dispose of and otherwise deal with real and personal property;
- (5) undertake and foster such commercial alliances as will or may further facilitate achievement of these Purposes, and otherwise engage in such commercial activities as are conducive to achievement of these Purposes;
- (6) collect, distribute and publish information in connection with Pony Club and related issues;
- (7) co-operate with and advise all levels of government, sporting associations and the private sector of the needs of Pony Club and to initiate the means of meeting those needs;
- (8) lobby, strive for and maintain government, media, commercial and public recognition and support of PCV and Pony Club generally;
- (9) further develop PCV (or any substitute or other entity) into an organised institution and having regard to these Purposes, to foster, lobby on behalf of, and otherwise assist Pony Club and sporting organisations in Victoria and elsewhere;
- (10) encourage and raise the levels and standards of fitness, Pony Club and recreation in Victoria and to encourage general participation in Pony Club in the interests of health and quality of life;
- (11) promote, protect and represent the interests of the members of PCV that relate directly or indirectly to Pony Club;
- (12) have regard to the public interest in pursuing these Purposes;
- (13) utilise and promote such technological advances as will or may further facilitate the achievement of these Purposes, including multimedia technologies;
- (14) encourage and promote safe, healthy, enjoyable, equitable, performance enhancing drug free competition and involvement in Pony Club; and
- (15) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes.

### 3. POWERS OF PCV

Solely for furthering the Purposes in **Rule 2** PCV has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act*.<sup>1</sup>

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<sup>1</sup> Section 124 states that a company has the legal capacity and powers of an individual both in and out of Australia.

## 4. APPLICATION OF INCOME

- 4.1 The income and property of PCV shall be applied solely towards the promotion of the Purposes.
- 4.2 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.

## 5. LIMITATION OF RIGHTS AND LIABILITY OF MEMBERS

- 5.1 Except as otherwise provided by this Act or the rules of an incorporated association, a member of the committee, 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—
- (a) the debts and liabilities of PCV; or
  - (b) the costs, charges and expenses of the winding up of PCV.
- 5.2 Unless expressly provided by this Act or the rules of an incorporated association, 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.

## 6. INTERPRETATION CLAUSE

- 6.1 These Rules expressly displace the model rules under the Act.
- 6.2 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.

## 7. INTERPRETATION AND DEFINITIONS

### 7.1 Definitions

In these Rules, unless the contrary intention appears:

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

**Affiliated Member** means a Member under **Rule 8.4**.

**Board** means the Board of PCV, comprising Directors elected and appointed under **Rule 21.2(1)**.

**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 with **Rule 21.2(2)**.

**Chief Executive Officer or CEO** means the person engaged pursuant to **Rule 26.4** and has the same meaning as Executive Officer

**Compliance Criteria** are those criteria determined for the purposes of assessing new clubs for membership of PCV.

**Delegate** means a representative of an Affiliated Member Club appointed under **Rule 8.7**.

**Deputy Chair** means the Director appointed under **Rule 21.2(2)**.

**Director** shall be any of those persons appointed under **Rule 21.2(1)**, and where appropriate shall include any person appointed to fill a casual vacancy under **Rule 21.3**, or acting as a temporary replacement under **Rule 24.2(1)**.

**Disciplinary Panel** means the Panel appointed under **Rule 26.3**.

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

**General Meeting** means a meeting of Members convened under **Rules 14** and **15**.

**Horse** means and includes heavy horses, ponies, mules, donkeys and other members of the family equidae.

**Individual Member** means a natural person who is a member of PCV under **Rule 8.5**.

**Intellectual Property** means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, 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.

**Life Member** means an individual appointed as a Life Member of the Association under **Rule 8.3**.

**Member** means a Member of PCV for the time being under **Rule 8**.

**Member Club** means a Member under **Rule 8.4**.

**Parents and/or Guardians** means those adult persons who are in the day to day care and control of a child and includes natural parents, defacto and step parents, and any adult person appointed through a legal process for the care and control of a child.

**Pony Club** means PCV and all members and affiliates who and which take part in Pony Club activities.

**Policies** means another form of regulations made by the Board under **Rule 39**.

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

**Provisional Membership** means memberships for pony clubs which have applied for membership of PCV but which have not yet been approved for that membership and Provisional Member shall have the same meaning.

**Purposes** means the purposes of PCV in **Rule 2**.

**Register** means the register of Members kept under **Rule 10**.

**Regulations** means any regulations made by the Board under **Rule 39** and include policies.

**Rules** means these Rules of PCV.

**Seal** means the common seal of PCV (if any) and includes any official seal of PCV.

**Secretary** means the Secretary of PCV or when used in respect of a Club or Provisional Member means:

- (a) where a person holds office under the rules of that Club or Provisional Member as secretary - to that person; and
- (b) in any other case, to the public officer of that Club or Provisional Member.

**Special Resolution** means a resolution at a meeting:

- (a) 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;
- (b) of the members entitled to vote under these Rules who vote (either in person or by proxy), not less than three quarters vote in favour of the resolution,

or such other majority or procedure as is required under the Act from time to time.

**Zones** means the geographical area to which a club is assigned as determined by the Board from time to time.

## 7.2 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 of the performance of the duty;
- (3) words importing the singular include the plural and vice versa;
- (4) words importing any gender include the other genders;
- (5) words or expressions shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* (Vic) and the Act as they vary from time to time;
- (6) references to persons include corporations and bodies politic;
- (7) references to a person include the legal personal representatives, successors and permitted assigns of that person;



- (8) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (9) 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.

### **7.3 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.

## **8. QUALIFICATIONS FOR MEMBERSHIP**

### **8.1 Categories of Member**

The Members shall be, and shall be divided into, the following categories;

- (1) Member Clubs;
- (2) Individual Members;
- (3) Life Members; and
- (4) such other category or categories of Members in accordance with **Rule 8.2** below.

### **8.2 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.

### **8.3 Life Members**

- (1) The Board may recommend (of itself, or following application by a Club or Individual Member) to the Annual General Meeting that any person who has rendered distinguished service to PCV, where such service is deemed to have assisted the advancement of sport in Victoria as a rider or administrator or otherwise, be appointed as a Life Member.
- (2) The Board may determine criteria against which to assess any candidate recommended for Life Membership;
- (3) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be passed by a Special Resolution.
- (4) Only four (4) Life Members may be appointed in any one year.

#### 8.4 Member Club

To be eligible for membership, a Pony Club

- (1) must be engaged in conducting, participating in, controlling or promoting approved pony club activities.
- (2) Must meet any criteria for membership as determined by the Board in accordance with Rule 8.6(1) (a) B.

#### 8.5 Individual Member

Membership of PCV for an Individual Member is automatic upon completing an application for membership and paying the requisite membership fee or, when an existing member paying the fee to renew his or her membership, to his or her club in accordance with clause 8.6(1) (b) C.

- (1) A person aged over the age of 18, upon joining a pony club, shall be bound by the rules of the pony club and of PCV, and of PCA where applicable.
- (2) The parent and/or parents and/or guardian and/or guardians of a child or children under the age of 18, upon joining a pony club, or renewing a child or children's membership, on behalf of a child or children shall themselves become members of the pony club and of PCV for the purposes of being bound by the rules of the pony club and of PCV.
- (3) No person who is not a registered member of a pony club and of PCV is entitled to hold any role in a pony club.

#### 8.6 Application for Membership

- (1) Subject to these Rules, an application for membership as a Member in any category, save for Life Membership, must be in writing in the form approved by the Board which may be varied by the Board from time to time:
  - (a) where the applicant is a **pony club** applying to be a Member Club
    - A. an application form accompanied by a copy of the association's constitution (where applicable) which must be acceptable by the Board, comply with the Act and substantially conform with these Rules; and
    - B. compliance with the Compliance Criteria determined by the Board from time to time, and set out in the New Member Club Policy/PCV bylaws, by which PCV can assess the club's suitability for membership; and
    - C. upon approval for admission to membership the payment of any fee or fees.
  - (b) where the applicant is an **individual** applying to be an Individual Member
    - A. the completion of an application form for membership of a club;

- B. the payment of the fee or fees, if any;
  - C. the lodging of the form and fees with PCV by the club on behalf of the Individual Member or Individual Members followed by entry into the PCV Register of Members.
- (2) Upon receipt of the new member application form from a pony club under Rules 8(6)(1)(a) the Chief Executive Officer will commence the compliance process as set out in the Forming a New Club Policy/bylaws and upon completion of that process will refer the application to the Board for approval or otherwise.
  - (3) For the period of the Compliance Criteria process the club shall hold a probationary membership in accordance with the Forming a New Club Policy/bylaws.
  - (4) If the Board approves the application for a Member Club membership the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is approved for membership, which shall commence on entry into the Register and payment of any fees.
  - (5) If the Board does not approve a nomination for Member Club membership, the Chief Executive Officer shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member Club. The Board shall not be required to give reasons for its decision. There is no appeal against the decision. The applicant is eligible to reapply at any time.
  - (6) A person shall not represent that any Member Club is a Member unless the Club so represented has been registered as a Member under these Rules.
  - (7) This Rule 8.6 also applies to applications to renew membership.

### **8.7 Delegate of Affiliated Member**

- (1) The Member Club may appoint one of its members as a Delegate, to represent the interests of the Member Club at General Meetings, and such person shall be notified to PCV prior to the commencement of any General Meeting.
- (2) Each Delegate shall comply with the directions given by a resolution of the Member Club, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

## **8.8 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) 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;
  - (b) to make proposals or submissions to the Board;
  - (c) to engage and participate in any activity approved, sponsored or recognised by PCV; and
  - (d) to conduct any activity approved by PCV.
- (3) A right, privilege or obligation of a person or Club by reason of their membership of PCV:
  - (a) is not capable of being transferred or transmitted to another person or Club; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

## **9. FEES**

The annual membership fees payable by Members to PCV, the time for and manner of payment and penalties (if any) for late payment shall be as determined by the Board from time to time.

## **10. REGISTER OF MEMBERS**

### **10.1 Chief Executive Officer to Keep Register**

The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered, as soon as practicable after approval of membership or receipt of the relevant information by the Chief Executive Officer (as the case may

be) the full name, address, category of membership and date of entry of the name of each Member.

## **10.2 Inspection of Register**

Having regard to confidentiality considerations, an extract of the Register, detailing names of Members entitled to vote at a General Meeting may be available for inspection by Members at the premises of PCV, upon reasonable request, at the discretion of the Chief Executive Officer.

## **11. CESSATION OF MEMBERSHIP**

### **11.1 Notice of Resignation**

(1) Any Member who has paid all monies due and payable to PCV may resign from PCV by giving one (1) month's notice in writing to PCV of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

(2) There shall be no refund of fees and like monies paid following a resignation.

### **11.2 Expiry of Notice Period**

Upon the expiry of a notice given under **Rule 11.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the Register.

### **11.3 Failure to Re-Affiliate**

A Member ceases to be a Member if he, she or it fails to re-affiliate with or re-join PCV in accordance with the procedure set down from time to time within three (3) months' of being required to do so, unless otherwise determined in the Board's discretion.

### **11.4 Forfeiture of Rights**

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

## **12. DISCIPLINE OF MEMBERS**

### **12.1 Breach of Discipline by Member**

A 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.

## 12.2 Report of Discipline Matter

- (1) Any Member, Director, official or other interested person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Chief Executive Officer.
- (2) The Chief Executive Officer shall as soon as practicable, but within seven (7) days, forward written details of the complaint to at least one (1) member of the Discipline Panel.

## 12.3 Consideration of Matter

- (1) The member or members of the Discipline Panel so convened shall, as soon as practicable after receiving a notice under **Rule 12.2(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 12.1**; or
  - (b) the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- (2) If the Discipline Panel determines the complaint should be dismissed under **Rule 12.3(1)(a)**, it shall, as soon as practicable, give written notice to the Chief Executive Officer of its determination which decision will be transmitted to the complainant. There is no appeal against a decision made under **Rule 12.3(1)(a)**.
- (3) If the Discipline Panel determines the matter warrants further review under **Rule 12.3(1)(b)**, it shall, as soon as practicable, serve a notice in writing on the Member:
  - (c) setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
  - (d) stating that the Member (personally or by its Delegate, or by its adult representative (not being legally trained or qualified) may address the Discipline Panel at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (e) stating the date, place and time of that meeting;
  - (f) informing the Member that they may do one (1) 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 complaint, and (if appropriate) seeking dismissal of the complaint.

#### **12.4 Meeting of Discipline Panel**

The Discipline Panel may conduct the meeting convened in accordance with **Rule 12.3(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 have an adult representative, which representative shall not be legally trained or qualified; and
- (4) by resolution, determine whether to dismiss or uphold the complaint;

and may:

- (5) request and/or require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

#### **12.5 Discipline Panel Resolution**

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

- (1) impose a warning;
- (2) reprimand the Member;
- (3) fine the Member;
- (4) direct that any rights, privileges and benefits provided to that Member by PCV be suspended for a specified period and/or terminated;
- (5) suspend the Member from membership of PCV for a specified period;
- (6) expel the Member from PCV; and/or
- (7) impose any other such penalty as the Discipline Panel considers appropriate;

if the Discipline Panel considers that the Member has committed a breach of discipline contrary to **Rule 12.1** above.

#### **12.6 Appeals from Decision of Discipline Panel**

- (1) The Member may exercise a right of appeal to the Appeals Panel the members of which shall be drawn from the Discipline Panel constituted pursuant to **Rule 26.3** 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 days after the date of the Discipline Panel decision being made setting out the grounds of appeal and accompanied by a fee of \$200.00.
- (3) The grounds of appeal shall be confined to one or more of

- (i) A failure to apply the rules of natural justice or procedural fairness;
- (ii) The presentation of new evidence not available at the Discipline Panel hearing;
- (iii) An error of fact or law.

## **12.7 Notice of Appeal to PCV**

Where PCV receives a notice under **Rule 12.6(2)** indicating the Member wishes to appeal to the Chief Executive Officer 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.

## **12.8 Decisions Binding**

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

## **12.9 Continuation of Rights**

Until such time as the procedures set down under this **Rule 12** are exhausted and/or a final determination is made, the Members shall be entitled to exercise all the usual rights of membership under these Rules unless determined otherwise by the Board.

## **12.10 Bar to proceedings**

Every Member acknowledges and agrees that this Rule 12.10 may be pleaded as an absolute bar to proceedings, suit or action against PCV, and agrees that they will not become a party to any suit, at law or equity, against PCV, its Directors and officers or any other person subject to these Rules, until all remedies allowed by these Rules have been exhausted, have with the written consent of PCV.

## **13. GRIEVANCE PROCEDURE**

### **13.1 Notice of Dispute**

- (1) Any Member, Director, official or other interested person may give written notice of a dispute under these Rules (not being a disciplinary matter within the meaning of **Rule 12.1**) between:
  - (a) Members; or
  - (b) a Member or Members and PCV;to the Chief Executive Officer.
- (2) The Chief Executive Officer shall soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, 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 Chief Executive Officer shall facilitate the arrangement of the meeting referred to in **Rule 13.1(2)**.

### **13.2 Dispute referred to mediation**

If the parties are unable to resolve the dispute at the meeting referred to in **Rule 13.1(2)**, 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 (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in **Rule 13.1(2)**, which mediator shall be:

- (1) a person having knowledge and expertise in relation to sport, Pony Club 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, a Director appointed by the Chair; or
  - (b) in the case of a dispute between a Member and PCV, a mediator appointed by the National Sports Dispute Centre or such other independent mediation service as is determined appropriate by the President of the Australian and New Zealand Sports Law Association Inc.

### **13.4 Mediation Procedure**

- (1) The mediation shall be administered by the mediator. In particular, 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. ANNUAL GENERAL MEETINGS**

### **14.1 Annual General Meeting to be Held**

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.

### **14.2 Ordinary Business**

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

- (1) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that 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.

### **14.3 Special Business**

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

### **14.4 Additional Meetings**

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

### **14.5 Entitlement to Attend Meeting**

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

### **14.6 Other General Meetings**

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.

## **15. SPECIAL GENERAL MEETINGS**

### **15.1 Special General Meetings May be Held**

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.

### **15.2 Requisition of Special General Meetings**

- (1) The Board shall on the requisition in writing of twenty-five per cent (25%) of Member Clubs only convene a Special General Meeting.
- (2) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to PCV and may consist of several documents in a like form, each signed by 1 or more of the Members making the requisition.
- (3) If the Board does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to PCV, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (4) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## **16. NOTICE OF MEETINGS**

### **16.1 Notice to be Given**

The Chief Executive Officer shall, at least 42 days before the date fixed for holding a General Meeting, cause to be sent to each Member, a notice in the manner described in **Rule 34**, 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.

### **16.2 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 42 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.

## **17. PROCEEDINGS AT MEETINGS**

### **17.1 Special Business**

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

## **17.2 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 Members personally present constitute 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) if convened upon the requisition of Members, 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 Members present (being not less than 5) shall be a quorum.

## **18. PRESIDING AT MEETINGS**

### **18.1 Chair to Preside**

The Chair shall preside at each General Meeting of PCV.

### **18.2 Where Chair Absent**

- (1) If the Chair is absent or is unwilling or unable to preside, the Deputy Chair shall preside; and
- (2) If the Chair and Deputy Chair are absent or are unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.

## **19. ADJOURNMENT OF MEETINGS**

### **19.1 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.

### **19.2 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 19.2(1)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **20. VOTING AT GENERAL MEETINGS**

### **20.1 Voting Rights**

Unless and until otherwise determined by the Members in General Meeting, Members shall have the following voting rights in General Meeting:

- (1) Member Clubs shall be entitled to appoint 1 Delegate, each of whom shall be entitled to participate in debate and exercise one (1) vote on behalf of the Member Club at General Meetings; and
- (2) Life Members, Individual Members and Provisional Members shall not be entitled to vote, but shall be entitled to participate in debate, at General Meetings.

### **20.2 Voting Procedure**

- (1) All votes shall be given personally or by proxy.
- (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 hands.
- (3) In the case of an equality of voting on a question, the person presiding at the meeting may exercise a second or casting vote.
- (4) A Member is not entitled to vote at any General Meeting unless all monies due and payable to PCV have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **20.3 Recording of Determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the person presiding at the meeting that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of PCV is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **20.4 Proxies**

- (1) Each Member (individually or by its Delegate) shall be entitled to appoint another Member as proxy by notice given to the Chief Executive Officer no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1, or as otherwise determined by the Board from time to time.

### **20.5 Poll at General Meetings**

- (1) If at a meeting a poll on any question is demanded by ten per cent (10%) of Member Clubs, it shall be taken at the meeting in such manner as the person presiding may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a person presiding (if any) or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the person presiding may direct.

## **20.6 Postal Voting**

- (1) Postal voting may be held from time to time in such instances as the Board may determine (other than in respect of matters which must be passed by Special Resolution) and shall be held in accordance with procedures prescribed by the Board which may include voting using secure electronic and/or telecommunication means.
- (2) Postal voting papers shall (on request) be available to all Members with a residential or registered address outside a 100 kilometre radius of the General Post Office, Melbourne.
- (3) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

## **21. BOARD**

### **21.1 Powers of Board**

- (1) The affairs of PCV shall be managed by a Board constituted under **Rule 21.2**.
- (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; and
  - (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.

### **21.2 Board Constitution**

- (1) The Board shall consist of:
  - (a) a number of Directors (which shall be determined from time to time by the Board in accordance with PCV's requirements and this Rule) provided there is a minimum of 5 and a maximum of 6 Directors, each of whom shall be elected at an Annual General Meeting; and
  - (b) up to three other Directors who may be appointed by the elected Directors under **Rule 21.2(1)(a)**.
- (2) The positions of President and Vice President shall be appointed by the Board from amongst the Directors as soon as practicable after each Annual General Meeting. The appointees will hold their respective

positions until the conclusion of the next Annual General Meeting following their appointment. A Director may be reappointed as Chair or Deputy Chair (as the case may be).

- (3) Each elected Director under **Rule 21.2(1)(a)** shall hold office until the conclusion of the third Annual General Meeting following the date of the Director's election, but the Director is eligible for re-election, subject to **Rule 21.2(6)**. For the avoidance of doubt, the Director's office shall commence at the conclusion of the Annual General Meeting at which they are elected.
- (4) Directors appointed under **Rule 21.2(1)(b)** shall be appointed for such term as the board decides and shall be eligible for reappointment but for no more than three years per term.
- (5) For each three year interval up to two Directors shall be elected in the first year, up to two Directors shall be elected in the second year and up to two Directors shall be elected in the third year.
- (6) To give effect to **Rule 21.2(5)** at the first election following the adoption of these Rules the first two directors elected will hold office for three years; the second two directors elected will hold office for two years and the third one or two directors elected will hold office for one year.
- (7) Should any adjustment to the term of Directors elected under **Rule 21.2(1)(a)** be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedure under **Rule 21.2(3)** of these Rules.
- (8) Directors may only be elected or appointed (as the case may be) for three (3) consecutive terms of three (3) years; so a total of nine (9) years save that for the third, fourth, fifth and sixth directors elected at the first meeting following the adoption of these Rules they shall be entitled to hold office for a maximum total period of 9 years.
- (9) If a person seeks election or appointment to the PCV Board as a Director of PCV and, at the time of the calling for nominations for election or appointment holds an office bearer or employment role with PCV and/or a Member Club and/or a Zone, he or she will, if so elected or appointed, on that same day resign that role or roles with immediate effect.

### **21.3 Casual Vacancy**

- (1) In the event of a casual vacancy in the office of any Director, the Board may appoint an individual (who may be a Delegate) to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting at which the term of the previous appointee would have expired.
- (2) Should person filling the casual vacancy be elected at the next AGM he or she shall count the period held as part of the 9 year maximum period as set out in Rules 20.2(8).
  - (a) Should the number of Directors be reduced to fewer than five (5) they shall be authorised to act solely for the purpose of appointing

additional Directors to constitute a quorum and such appointments must be made within 7 days of the date on which the number of Directors falls below five (5).

- (b) In the event that a Director is or Directors are not appointed to achieve a minimum number of 5 within the 7 days prescribed in (a) a General Meeting shall be convened by a surviving director or the CEO for the purpose of filling the vacancies.
- (c) During any such interregnum as may occur by the application of (b) the surviving Directors are not authorised to make any decisions on behalf of or binding PCV.

## **22. ELECTION OF DIRECTORS**

### **22.1 Nominations of Candidates**

- (1) Nominations of candidates for election as Directors shall be:
  - (a) made in writing, signed by 2 Individual Members of a Member Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (b) delivered to PCV not less than 28 days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board the candidates nominated shall be deemed to be elected and the remaining vacancies may be filled as casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) 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.

### **22.2 Voting Procedures**

- (1) If the number of nominations received for positions on 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.
- (2) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under clause 21.3(3)
- (3) 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.
- (4) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time by Board Special Resolution and as set out in the relevant policy/bylaw.



## **23. VACANCY ON THE BOARD**

### **23.1 Grounds for Termination of Position of Director**

For the purposes of these Rules, the office of a Director becomes vacant if the Director:

- (1) becomes an insolvent under administration within the meaning of the Corporations Act;
- (2) resigns the Director's office by notice in writing given to PCV;
- (3) dies or 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;
- (4) is expelled from PCV;
- (5) is prohibited from being a director of a company under the Corporations Act; or
- (6) fails to attend three (3) consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for the Director's absence at such meetings.

### **23.2 Removal of Director by Members**

- (1) PCV in a Special General Meeting may by resolution remove any Director before the expiration of the Director's term of office and appoint another Life Member, Delegate or other appropriately qualified person in the Director's stead to hold office until the expiration of the term of the first mentioned Director.
- (2) Where the Director to whom a proposed resolution referred to in **Rule 23.2(1)** makes representations in writing to the Chief Executive Officer or Chair and requests that such representations be notified to the Members, the Chief Executive Officer 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.

## **24. LEAVE OF ABSENCE**

### **24.1 Grant of Leave of Absence**

The Board shall grant a leave of absence to a Director for a period not exceeding three (3) months, on the submission of a written application for such leave to the Chief Executive Officer.

### **24.2 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 consideration of an application submitted in writing to the Chief Executive Officer, provided:

- (1) if such period is less than one (1) year, the Board may appoint a temporary replacement from amongst the Members or any other individual (who may be a Delegate);

- (2) if such period is one (1) 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 Annual General Meeting at which the term of office would otherwise have expired; and
- (3) in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

## **25. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **25.1 Convening a Board Meeting**

- (1) The Board shall meet as required, but shall meet in person on at least five (5) 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 (3) 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 (2) 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;
  - (b) sending it by prepaid post addressed to the Director; or
  - (c) sending it by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Director's last notified contact details, and no other business shall be transacted at such a meeting.

### **25.2 Quorum**

- (1) Any five (5) 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 21.3(2)** and this **Rule 25.2**, the Board may act notwithstanding any vacancy.

### 25.3 Procedures at Board Meetings

- (1) At meetings of the Board:
  - (a) the Chair shall preside;
  - (b) if the Chair is absent or is unwilling or unable to preside, the Deputy Chair shall preside; and
  - (c) if the Chair and Deputy Chair are absent or are unwilling or unable to preside, the Board shall appoint one of its members to preside for the meeting.
- (2) 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.
- (3) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one (1) vote and if voting is equal on any question, the person presiding may exercise the second or casting vote.
- (4) A resolution in writing signed or assented to by any 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 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.
- (5) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Directors may be held where one (1) 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 communication;
  - (b) 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 and such notice specifies that Directors are not required to be present in person;
  - (c) if a failure in communications prevents condition (a) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until 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
  - (d) 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 person presiding at the meeting is located.

## 25.4 Minutes

The Chief Executive Officer shall cause to be kept minutes of the resolutions and proceedings of each General Meeting and Board Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

## 25.5 Meetings by technology

- (1) Each Director, on becoming a Director, consents to the use of the following technology for calling a Board meeting:
  - (a) telecommunication;
  - (b) video-conferencing and similar technologies;
  - (c) electronic mail (email);
  - (d) any other technology which permits each Director to communicate with every other Director; and
  - (e) any combination of the technologies described in this Rule 25.5
- (2) A Director may not withdraw the consent given under this Rule.
- (3) 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 this Constitution 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.

## 26. DELEGATED POWERS AND DUTIES

### 26.1 Committees

- (1) The Board may delegate any of its functions, powers or duties (except this power to delegate) to such committee 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 afforded to any committee appointed under **Rule 26.1(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 and/or the Chief Executive Officer, as determined by the Board, shall 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 25** 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 (7) days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the Chief Executive Officer except in the event that the Chief Executive Officer has provided the secretarial service at that meeting.
- (6) Committees shall be entitled to use technology for the conduct of meetings in accordance with Rule 25.5.

## **26.2 State Council**

- (1) State Council will be a committee of the Board established pursuant to **Rule 26.1**.
- (2) There will be 10 members of the State Council with one member representing each Zone.
- (3) Each Zone shall represent an area of Victoria with the geographic boundaries determined from time to time by the Board having regard to what is in the best interests of PCV.
- (4) Each Zone shall comprise Member Clubs as decided by the Board which shall determine the allocation of Clubs to Zones, the transfer of Clubs between Zones and the establishment of new Zones as it sees fit.
- (5) Members of the State Council will be elected by their Zones in accordance with PCV bylaws and will have their appointment ratified by the Board.
- (6) Nominations for membership of the State Council shall be made by Member Clubs and Local Members in each Zone according to the process set out in the Regulations.
- (7) The role of the State Council is set out in the State Council Charter as determined by the Board in consultation with State Council.
- (8) The chairman of the State Council will be a member of the Board who shall be an ex-officio member of the State Council
- (9) The term of membership of each member of the State Council shall be 1 (one) year with eligibility for reelection for up to 10 years.
- (10) Any vacancy in State Council membership shall be filled according to the Casual Vacancy **Rule 21.3** for the unexpired portion of the term. The person holding the casual vacancy shall be eligible for election and reelection for no more than a total of (ten) 10 years including the initial period of the casual vacancy.

## **26.3 Disciplinary Panel**

- (1) The Board shall delegate its functions, powers or duties in relation to discipline of Members in accordance with **Rule 26.1** to a Disciplinary Panel, comprised of up to 10 (ten) persons appointed by the Board from time to time, which persons shall not be Directors.
- (2) If any matter to be determined by the Disciplinary Panel under **Rule 12** gives rise to a conflict of interest on the part of any member of the Disciplinary

Panel, the Board may appoint another member of the Panel in the member's stead for the determination of that matter only.

### **26.3 Appointment and Removal of the Chief Executive Officer**

- (1) The Board must appoint a suitably qualified person to the position of Chief Executive Officer of PCV.
- (2) The term of an appointment under **Rule 26.3(1)** is at the discretion of the Board and shall be recorded in the Minutes of the Board meeting where the appointment was made.
- (3) The Board may, at its absolute discretion, review the performance and operating functions of the Chief Executive Officer.
- (4) During a Board meeting where a quorum is present, the Board may, by ordinary resolution, remove the person serving as Chief Executive Officer from that position before the expiry of their term of office.

### **26.4 Chief Executive Officer**

The Chief Executive Officer shall be responsible to the Board to:

- (1) execute tasks relating to the day to day management of PCV;
- (2) regularly report on the ongoing activities of, and issues relating to, PCV; and
- (3) carry out the functions of the Secretary of PCV in accordance with the Act, for the duration of the Chief Executive Officer's appointment.

### **27. MANAGEMENT OF FUNDS**

- (1) The Board must ensure that the funds of PCV are managed in accordance with acceptable accounting procedures.
- (2) Any authorisation for the payment or transfer of any moneys via PCV's financial institutions by cheques, drafts, bill of exchange, promissory notes and other negotiable instruments or electronic means shall be made by (2) Directors, or, the Chief Executive Officer and one (1) Director, or as designated in writing by the Board from time to time.

### **28. COMMON SEAL**

- (1) The common seal (if any) of PCV shall be kept in the custody of the Chief Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) Directors or of one (1) Director and of the Secretary of PCV.

## **29. ALTERATION OF RULES**

- (1) These Rules shall not be altered except by Special Resolution in accordance with the Act.
- (2) In addition, there shall be no alteration or amendment to **Rules 30 or 31** without the consent of the relevant Minister under the Act.

## **30. DISSOLUTION**

- (1) Every Member of PCV undertakes to contribute to the assets of PCV if it is wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of PCV contracted before the time at which they cease to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding \$5.
- (2) If upon winding up or dissolution of PCV, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of PCV, but shall be given or transferred to some other organisation having purposes similar to the Purposes and which prohibits the distribution of its or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members and which is or is entitled to be similarly exempt from income tax. Such body or bodies to be determined by the Members of PCV at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **31. AUTHORITY TO TRADE**

PCV is authorised to trade in accordance with the Act.

## **32. 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) in 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.

### **33. AUDIT**

- (1) An auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.
- (2) The accounts of PCV shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once in every year.

### **34. SERVICE OF NOTICES**

- (1) A notice may be served by or on behalf of PCV upon any Member either personally or by sending it:
  - (a) by post to the Member at the Member's address shown in the Register; or
  - (b) by facsimile, e-mail or other form of electronic 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 facsimile or by some other form of electronic 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.

### **35. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

Except as otherwise provided in these rules, the Chief Executive Officer shall keep in their custody or under their control all books, documents and securities of PCV.

### **36. MEMBER'S ACCESS TO BOOKS AND OTHER DOCUMENTS**

Members of PCV may apply to the Board to access the financial records, books, securities and other relevant documents of PCV. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request. If the Board permits the request, it may impose conditions upon the Member's access.

### **37. MEMBER'S ACCESS TO MINUTES**

- (1) Members of PCV may on request to the Board inspect and make copies of the minutes of General Meetings of PCV free of charge.
- (2) Members of PCV may request to access the Minutes of Board meetings. Upon receiving such a request, the Board may, at its absolute discretion, decide to permit or refuse the request subject to the requirements of the Act.



**38. SOURCES OF FUNDS**

The funds of PCV shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

**39. REGULATIONS**

The Board may make Regulations and/or by-laws and/or policies (**regulations**) and alter, amend or rescind the same as occasions may require, 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. Such **regulations** shall be available for inspection in PCV premises and duly circulated to Members.

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**APPENDIX 1  
APPOINTMENT OF PROXY  
PONY CLUB VICTORIA INC ("PCV")**

I, \_\_\_\_\_ of \_\_\_\_\_

being a duly authorised Delegate of a Member Club of PCV hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

as my proxy to vote for me on behalf of my Member Club at the General Meeting of PCV (annual general meeting or special general meeting, as the case may be) to be held on

the \_\_\_\_\_ day of \_\_\_\_\_

and at any adjournment

of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

I confirm that my Member Club has authorised me (as Delegate) to vote in the manner in which I have authorised my proxy to vote.

(signed)

(date)