

**Equestrian Sports
New Zealand**

CONSTITUTION

1st June 2007

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1. Article 1: Definitions

Act means the Incorporated Societies Act 1908

Affiliated Organisation means a Member as described in Article 9.

AGA means Annual General Assembly.

Annual Start Fees means the annual fee payable to the Discipline Board, as identified in Article 12.2, which provides access to a Discipline's competitions in the relevant year. This fee is paid on a per horse basis.

Area means a geographical area of New Zealand as determined by the Board in which an Area Discipline Committee has certain powers and authority as specified in this Constitution and the Regulations, and "Areas" has the same meaning.

Area Discipline Committee means a committee established by ESNZ and to which certain powers and functions of ESNZ are delegated under Article 17.

Board means the Board of ESNZ as defined in Article 15.

Board Member means the persons set out at Article 15.2.

CEO means the Chief Executive Officer of ESNZ (Inc) appointed under Article 15.5.

Discipline means the type of event or competition for which separate Discipline rules are established.

Discipline By-law means the by-law promulgated by the Discipline for the management and administration of their discipline and approved by the Board.

Discipline Board means a committee of ESNZ delegated the responsibility of managing the Discipline in accordance with the Constitution, Regulations and the Discipline By-law.

Entry Levy means a fee paid by participants to enter a competition as identified in Article 12.2.

ESNZ means Equestrian Sports New Zealand Incorporated.

FEI means Federation Equestre Internationale.

Full Member means the members of ESNZ as described in Article 6.

General Meeting means an AGA or SGM of ESNZ.

Horse means an Equine registered with ESNZ whether a Horse or Pony.

Intellectual Property means all rights or goodwill and copyright, business names, names, trademarks (or signs), logos, designs, rules, regulations, patents or service marks relating to ESNZ or any event or competition or ESNZ activity or programme conducted, **promoted or administered by or on behalf of or under contract to ESNZ including the New Zealand Horse of the Year Show.**

Junior Life Member means a life member who is under the age of 18 years.

Introductory Member means a non-fee paying member of ESNZ not including Honorary Life Members.

Member means the members of ESNZ as described in Article 5.

Member Organisation means a member as described in Article 9.

Objects means the objects of ESNZ described in Article 3.

Ordinary Resolution means a resolution passed by a majority of votes of Voting Members.

Patron means the person appointed as the patron of ESNZ.

President means the President of ESNZ.

Regulations means the regulations determined under Article 28 and includes without limitation the general regulations, veterinary regulations, special regulations and Discipline By-laws.

Articles means these Constitutional Articles and "Article" shall have a corresponding meaning.

Senior Life Member means a life member who is 18 years or older.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two thirds of votes of Voting Members.

Voting Delegates means in the case of a General Meeting:

- (a) 9 delegates from each Discipline;
- (b) such number of delegates from Affiliated Organisations as prescribed in their memorandum of understanding or affiliate agreement with ESNZ.

Voting Member means those members described in Article 5.1 a-d and aged 18 or over.

2. **Article 2: Name**

- 2.1 The name of the incorporated society is Equestrian Sports New Zealand Incorporated (**ESNZ**).
- 2.2 ESNZ's registered office shall be at such place as determined by the Board from time to time.

3. **Article 3: Objects**

- 3.1 The objects of ESNZ are to:
 - a. Be the national body in New Zealand to promote, develop, enhance and protect equestrian sports;
 - b. Develop opportunities, programmes and facilities to enable, encourage and enhance the participation, enjoyment and performance of people and horses in equestrian sports;

- c. Provide a framework for the establishment, promotion and staging of international, national, regional and other equestrian events;
- d. Publish and enforce Articles and regulations for equestrian competitions and events in New Zealand;
- e. Encourage, organise and promote the entry of ESNZ teams and individuals that are able to compete with distinction in the Olympic Games, FEI Games and other International Events.
- f. Represent New Zealand on the FEI and liaise with other national equestrian federations or organisations;
- g. Promote the safety and welfare of all participants and horses in equestrian sports;
- h. Act in good faith and loyalty to ensure the maintenance and enhancement of ESNZ and equestrian sports, its standards, quality and reputation for the collective and mutual benefit of ESNZ and its Members;
- i. Maintain and enhance the reputation of ESNZ and equestrian sport through the development of standards and practices which fulfil these Objects;
- j. Promote mutual trust and confidence between ESNZ and its Members and at all times act on behalf of, and in the interests of, the Members and equestrian sport in New Zealand.

4. Article 4: Powers

4.1 ESNZ has the power to:

- a. Determine, alter, rescind and enforce Regulations, by-laws, policies and procedures for the governance, management and operation of ESNZ and equestrian sport;
- b. Determine, implement and enforce disciplinary procedures and Regulations including imposing sanctions;
- c. Determine who are its members including withdrawing, suspending or terminating membership;
- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with real and personal property;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of guarantee or mortgage or charge over all or any part of any of ESNZ real and personal property;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of ESNZ and grant such rights and privileges over such property as it considers appropriate;

- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, licence and otherwise exploit use and protect the Intellectual Property of ESNZ;
- i. Enter into, manage and terminate contracts or other arrangements with employees, service providers, sponsors, Members and other persons and organisations;
- j. Make, alter, rescind and enforce rules and regulations for equestrian competition and events;
- k. Organise and control equestrian competitions, events and programmes;
- l. Select national and other representative riders, horses, squads and teams;
- m. Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, High Performance Sport New Zealand, the New Zealand Sports Disputes Tribunal, the New Zealand Olympic Committee, Paralympics New Zealand and Drug Free Sport New Zealand or their successors;
- n. Establish a Board, committees and other bodies and delegate its functions and powers to such bodies;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of ESNZ and for that purpose to utilise any of the assets of or held on behalf of ESNZ;
- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of ESNZ or with which ESNZ is authorised to amalgamate or generally for any purpose designed to benefit equestrian sports in New Zealand;
- q. **Do any other acts or things which further the Objects of ESNZ provided that the above powers shall not limit the rights and powers of ESNZ as an Incorporated Society under the Act.**

MEMBERSHIP

5. Article 5: Members

- 5.1 The members of ESNZ shall be:
- a. Full Members;
 - b. Honorary Life Members;
 - c. Life Members;
 - d. Affiliated Organisations and Member Organisations;
 - e. Introductory Members;
 - f. Any other category or categories of membership determined by the Board from time to time.

6. Article 6: Full Members

- 6.1 An individual may become a Full Member upon satisfying the requirements set out in Article 11.
- 6.2 Full Members will be Voting Members if aged 18 years or older.

7. Article 7: Honorary Life Members

- 7.1 Honorary Life Membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of ESNZ and/or equestrian sport in New Zealand. Any person who is 18 years or older may be nominated for Honorary Life Membership but must be nominated by at least two other Members. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board must then determine, in its absolute discretion, whether the nomination should be forwarded to a General Meeting for determination by those members entitled to vote at a General Meeting. Honorary Life Membership is only obtained by Special Resolution passed at a General Meeting.
- 7.2 Honorary Life Members are not required to pay any membership fee and are also entitled to such other benefits (if any) as determined by the Board.

8. Article 8: Life Members

- 8.1 A Full Member may become a Life Member on payment of a fee prescribed by the Board from time to time and on satisfaction of any other requirement specified by the Board from time to time.
- 8.2 Life Members will be Voting Members if aged 18 or over.

9. Article 9: Affiliated Organisations and Member Organisations

- 9.1 There will be such numbers of Affiliated Organisations and/or Member Organisations as determined by the Board. The Board's determination under this Article may be amended or revoked if a Special Resolution at an SGM called for this purpose vote in favour of such amendment or revocation.
- 9.2 Each Affiliated Organisation and Member Organisation shall, on request, provide to ESNZ a copy of any constitution and any proposed amendments to it. The Board may require such an Affiliated Organisation and/or Member Organisation to amend its constitution if it or any proposed rule within it is inconsistent or in conflict with this Constitution or the Regulations.
- 9.3 Affiliated Organisations shall enter into an affiliate agreement or memorandum of understanding with ESNZ, with such agreement or memorandum of understanding outlining the objectives, benefits and obligations of ESNZ and the Affiliated Organisation. The affiliate agreement or memorandum of understanding will outline the voting rights (if any) granted to the Affiliated Organisation and their rights of representation at General Meetings;
- 9.4 Member Organisations will enter into an agreement with ESNZ that allows them to organise and run ESNZ events under the ESNZ Constitution and Regulations. A Member Organisation will be represented at an Area Discipline Committee as per an ordinary member.

10. Article 10: Introductory Members

- 10.1 Individuals may become an Introductory Member in order to compete in specific ESNZ events as determined by the Board and to access information regarding ESNZ activity. An Introductory Member may only compete in accordance with the Regulations. For the avoidance of doubt, and notwithstanding Article 11.5, an Introductory Member will have no right to attend a General Meeting, nor does an Introductory Member have any voting rights.

11. Article 11: Member Applications, Entitlements and Requirements

- 11.1 An application for membership must be in writing and in such form as may be required by the Board from time to time. The Board may, in its absolute discretion, decline to accept an application for membership. All Members are bound by this Constitution, the Regulations and any other policies and procedures of ESNZ.
- 11.2 The CEO shall keep and maintain a register of Members which will contain the names and addresses of the Members and the date when they became Members.
- 11.3 In order to receive or continue to receive membership benefits, Members must meet all requirements of membership set out in this Constitution and the Regulations or as otherwise set by the Board from time to time including payment of any ESNZ membership or other ESNZ fees within a required time period.

11.4 The failure by a Member to comply with Article 11.3 may result in withdrawal of membership benefits as determined by the Board but shall not excuse such member from being bound by this Constitution and the Regulations.

11.5 Subject to Article 11.3 and 11.6 Members are entitled to:

- a. Participate in ESNZ activities subject at all times to being eligible for, and complying with this Constitution and the Regulations;
- b. Receive notices and papers and be able to attend (at their cost), speak and vote (if Voting Members) at Area Discipline Committee meetings;
- c. Receive notices and papers and be able to attend (at their cost) and speak and vote (if Voting Members) at general meetings of the applicable Discipline in accordance with the Discipline By-law and in accordance with this Constitution;
- d. Receive notices, papers and audited financial statements of ESNZ and be able to attend (at their cost) and speak at General Meetings of ESNZ in accordance with this Constitution;
- e. Vote in the election of the President and Vice President provided that they are Voting Members;
- f. In the case of Voting Members (excluding members under Article 9) hold office on or within:
 - i. Their Area Discipline Committee;
 - ii. Their applicable Discipline Board; and
 - iii. ESNZ.

11.6 Only the President, the Vice President, the Board and Voting Delegates may vote at a General Meeting on matters other than the election of the President and Vice President.

12. Article 12: Membership Fees

12.1 The ESNZ Board shall annually determine:

- a. Any membership or other fees payable by Members;
- b. Any other fees payable including without limitation horse registration fees;
- c. Any event organising or other fees payable by an event organising committee for events and activities held by or under the jurisdiction of ESNZ;
- d. The due date for such fees; and
- e. The manner for payment of all ESNZ and Discipline fees.

12.2 The Discipline Boards shall in accordance with their Discipline By-law annually determine:

- a. Annual Start Fees;
- b. Entry Levy;
- c. Any other fee that may be required to fund the development and deliver the sport of that Discipline provided such fee is approved by the Board.

12.3 Area Discipline Committees may annually determine fees for those Members that reside in their Area. The applicable Discipline Board may investigate and if it considers appropriate request an Area Discipline Committee to alter the nature and/or amount of any such fees provided always that the Board has the ultimate authority to determine fees payable by Members.

13. Article 13: Termination of Membership

13.1 A Member may resign by notice in writing to the Board. Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution and the Regulations or any other policy or procedure of ESNZ or if a Member acts in a manner which is considered by the Board to be harmful to ESNZ or inconsistent with the standards of behaviour expected of a Member.

13.2 A Member whose membership is withdrawn, suspended or terminated by the Board under Article 13.1 may appeal the Board's decision to the judicial committee established under Article 28.

GOVERNANCE

14. Article 14: Officers of the ESNZ

14.1 The officers of ESNZ shall be:

- a. the Patron; and
- b. the President; and
- c. the Vice President;

14.2 The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.

14.3 The President and the Vice President shall be elected annually at the AGA in accordance with Article 15.3. The President and the Vice President shall hold office for an annual term in accordance with Article 15.6. The President and the Vice President shall be entitled to attend, speak and vote at General Meetings.

14.4 Nominations for the President and the Vice President shall be made as set out in Article 15.3.b.

14.5 The President shall be a member of all Discipline Boards, Horse of the Year Show Organising Committees, New Zealand National Championship Events in each Discipline and have the right to attend any meeting of a Discipline Board and Area Discipline Committee.

15. Article 15: The Board

Role of the Board

- 15.1 The governance and management of ESNZ shall vest in the Board which may exercise all the powers of ESNZ and do all things which are not expressly required to be undertaken by ESNZ at a General Meeting.

Membership of the Board

- 15.2 Members of the Board shall be:
- a. The President;
 - b. The Vice President;
 - c. The Chair of each Discipline who are elected by each Discipline in accordance with the Discipline By-law or a nominee as approved by the Board (**Discipline Board Members**);
 - d. Three persons appointed under Article 15.3.c (**Appointed Board Members**)

(collectively referred to as the **Board Members**)
 - e. The Board may from time to time co-opt non-voting Members in order to provide specialist skills and expertise to the Board.

Election / Appointment of the Board

- 15.3 Election procedure for the President and the Vice President:
- a. The President and the Vice President shall be confirmed by Ordinary Resolution at an AGA following nomination by any Voting Member.
 - b. Nominations for the President and the Vice President may be made by any Voting Member and shall be in the form approved by the Board from time to time and received at the registered office of ESNZ as set out in Article 21.1.
 - c. Appointed Board Members may be appointed at any time by the Board.
 - d. The Board shall call for written applications for Appointed Board Members. The Board may advertise publicly or invite applications for the position for Appointed Board Members. Applications must be received at the registered office of ESNZ by the date specified in the advertisement or notice calling for applications. The CEO shall forward all applications for Appointed Board Members to the Board for their consideration.

Chairperson of the Board

- 15.4 The Chairperson of the Board shall be elected by a simple majority of the Board Members at the first meeting of the Board following the AGA.

Chief Executive Officer

- 15.5 The CEO shall be employed by the Board on terms and conditions which the Board considers appropriate. The CEO may attend Board Meetings when invited to do so by the Board. For the purpose of liaising with the FEI or other national federations affiliated with the FEI the Chief Executive Officer will also hold the position of Secretary General.

Term of Office of Board Members

- 15.6 The President and the Vice President shall hold office for one (1) year until the conclusion of each AGA. The President and the Vice President may be re-elected for further subsequent and consecutive terms of office.
- 15.7 The term of office for all Appointed Board Members shall be the period from their appointment until the completion of the second AGA following such appointment. An appointed Board Member may be reappointed to the Board for further and consecutive terms of office.

Rights of Board Members

- 15.8 All Board Members shall have the right to attend, speak and vote at all Board Meetings, except the CEO and any co-opted Member who shall have no right to vote.

Vacancies on the Board

- 15.9 Subject to Article 15.10 and 15.11 any vacancy on the Board which occurs during any Board Members term of office may be filled by the Board.
- 15.10 If the vacancy on the Board is a Discipline Board Member, that vacancy must be filled by a member of the relevant Discipline Board following consultation between the relevant Discipline Board and the Board.
- 15.11 The term of office for a person appointed as a Board Member to fill a vacancy under Article 15.9 shall expire at the conclusion of the AGA following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Board Meetings

- 15.12 The Board shall meet at such places and times and in such manner as it shall determine.
- 15.13 Each Board Member shall have one vote at board meetings. All decisions and resolutions of the Board shall be determined by a vote of the majority of the Board Members present. Voting may be verbally, by show of hands or secret ballot (if requested by any Board Member).
- 15.14 A quorum for a Board meeting may be fixed by all of the Board Members but unless so fixed is a majority of the Board Members.
- 15.15 Except to the extent specified in this Constitution, the Board shall regulate its own procedure.

16. Article 16: Discipline Boards

- 16.1 There shall be a Discipline Board recognised by the Board in each Discipline.
- 16.2 Each Discipline Board is delegated the responsibility by the Board for ensuring the efficient administration of their Discipline strictly in accordance with this Constitution, the Regulations and the Discipline By-law and any directives from the Board. Such delegation shall not derogate, diminish or lessen in any way the absolute authority of ESNZ and the Board in respect of equestrian sport in New Zealand which authority shall be subject only to the FEI. Such delegation may be revoked or varied by written notice from the Board where the Discipline Board fails to observe the Constitution, Regulations, Discipline By-Law or any Memorandum of Understanding held with the Board.
- 16.3 The composition, operation, duties and functions of each Discipline Board shall be in accordance with this Constitution, the Regulations the Discipline By-law and as determined by the Board from time to time in consultation with the Discipline Boards.
- 16.4 Each Discipline Board must:
- a. At all times act for and on behalf of the interests of ESNZ, the Members and their Discipline;
 - b. Manage their Discipline in accordance with this Constitution, the Regulations and Discipline By-law;
 - c. Annually hold a Discipline annual general meeting and such other general meetings as required by the Discipline By-law;
 - d. Comply with all directions of the Board;
 - e. Promote mutual trust and confidence between the Board, the Disciplines and the Discipline Board and do all things that are reasonably necessary to achieve the Objects;
 - f. Make full and proper disclosure to the Board of all matters of importance to the Discipline Board, ESNZ and their Discipline including, without limitation, providing the Board with a discipline financial statement within 20 days of request.
 - g. Manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that achieves the Objects, meets strategic objectives of the Discipline and ESNZ and complies with the requirements of any Board Memorandum of Understanding between the Discipline Board and the Board.

17. Article 17: Area Discipline Committees

Area Discipline Structure

- 17.1 For the purpose of representation to the Discipline annual general meeting and general meetings of the Disciplines New Zealand shall be divided into Areas. ESNZ shall hold a map of the approved Areas, their boundaries and their titles.
- 17.2 Neighbouring Areas may be amalgamated or divided if it is deemed necessary or desirable by the Board.
- 17.3 There shall be an Area Discipline Committee recognised by the Board in each Area.
- 17.4 An Area may only have one official Area Discipline Committee delegate with voting rights at the Discipline annual general meeting and other general meetings of the Discipline. An Area may be divided into branches; each branch will have representation on the Area Discipline Committee.
- 17.5 Area Discipline Committees shall advise the ESNZ National Office of the names and contact details of their Committee president/chair, secretary and delegate to the Discipline annual general meeting and Discipline general meetings.
- 17.6 If a Branch goes into recess the control of all Branch monies, financial documents and assets shall be held by the Area Discipline Committee of which that Branch forms a part. If an Area Discipline Committee goes into recess the control of all monies, financial documents and assets shall be held in trust by the Discipline Board until such time as the Area Discipline Committee recommences. If the Area Discipline Committee does not recommence all monies, financial documents and assets shall be transferred to the Board.

Area Discipline Committee Responsibility

- 17.7 Each Area Discipline Committee is delegated the responsibility by the applicable Discipline Board for ensuring the efficient administration of their Discipline in their Area strictly in accordance with this Constitution, the Regulations and Discipline By-law and any directives from the Board and/or the applicable Discipline Board. Such delegation shall not derogate or diminish or lessen in any way the absolute authority of the Board and ESNZ in respect of equestrian sport in New Zealand which authority shall be subject only to the FEI. Such delegation may be revoked or varied at any time by written notice from the Board.
- 17.8 The composition, operation, duties and functions of the Area Discipline Committee shall be in accordance with this Constitution, the Regulations and Discipline Bylaw and as determined by the Board from time to time in consultation with the Area Discipline Committees and the Discipline Board.
- 17.9 Each Area Discipline Committee must:
- a. At all times act for and on behalf of the interests of ESNZ, the Members and their Discipline;

- b. Annually hold an Area Discipline Committee annual general meeting and such other general meetings as may be required;
- c. Elect a delegate to represent their Area Discipline Committee at their Discipline annual general meeting and general meetings of the Disciplines in accordance with the relevant Discipline Bylaw;
- d. Comply with all directions of the applicable Discipline Board and/or the Board;
- e. Promote trust and confidence between the Discipline Board, the Area Discipline Committee, other Area Discipline Committees and the Board and do all things that are reasonably necessary to achieve the Objects;
- f. Make full and proper disclosure to the applicable Discipline Board and/or the Board as the case may be of all matters of importance to the Area Discipline Committee, ESNZ and their Discipline including, without limitation, providing the Board with the financial statements of the Area Discipline Committee within 30 days of request. Annual statements of the Area Discipline Committee financial position as at the 31st May are to be provided to the Board by 30th June each year;
- g. Not undertake activity that has an adverse impact on any of ESNZ Disciplines or Area Discipline Committees nor incur any debt or financial obligation of more than \$40,000 without the prior written consent of the Board;
- h. Not undertake any activity or hold an any event with a total GST inclusive turnover of \$50,000 or more or such other sum as the Board may determine from time to time without the prior written consent of the Board. Such consent is not to be unreasonably withheld.

Area Discipline Committee Makeup

- 17.10 An Area Discipline Committee shall be made up of Voting Members of ESNZ who are for the time being resident in their Area.
- 17.11 An Area Discipline Committee may charge a fee to those Members in their Area in order to provide specific benefits such as a newsletter or priority access to events run by the Area Discipline Committee or other such services. Non payment of this fee will not prevent a Voting Member from having speaking and voting rights at the Area Discipline Committee's annual general meeting.

Alternative Structure

- 17.12 Notwithstanding Article 17.1 to 17.11, a Discipline may, with the written approval of the Board, implement an alternative representative and governance structure to the Discipline annual general meeting and general meetings. Approval of such an alternative representative and governance structure will be conditional upon it being fully and properly described in the Discipline By-law and the Discipline By-law being approved by the Board before its adoption by the Discipline.

GENERAL MEETING

18. Article 18: Annual General Assembly

18.1 The AGA is the body which represents the Members of ESNZ. ESNZ must hold an AGA once every year at such time, date and place as the Board determines but not more than four months after the end of the financial year. A SGM may also be called under this Constitution. All references to a General Meeting in this Constitution means an AGA or a SGM.

19. Article 19: Composition of General Meeting

19.1 A General Meeting shall be:

- a. The President;
- b. The Vice President;
- c. The Board Members;
- d. Nine (9) Voting Delegates per Discipline;
- e. Affiliated Organisations who shall have the number of Voting Delegates as set out in their Affiliation Agreement or Memorandum of Understanding with ESNZ;
- f. All other Voting Members.

19.2 In order to exercise the right to vote the names of all the Voting Delegates must be forwarded to the CEO in writing by a date and time determined by the Board prior to the commencement of each General Meeting.

19.3 The voting rights at a General Meeting are as set out at Article 11.5 and 11.6.

19.4 The President shall be the Chairman of a General Meeting. If the President is unavailable then the Vice President shall be the Chairperson of the General Meeting. If both the President and Vice President are unavailable, the Members present shall elect a person present at the General Meeting to be the Chairperson.

20. Article 20: Notice of General Meeting

20.1 Not less than 60 days written notice shall be given by the CEO to the Board and Members of:

- a. The date and place of the AGA.
- b. The closing date for nominations for the election of the President and the Vice President and items of business to be dealt with at the AGA.

20.2 General Meetings may be notified in the official publication of ESNZ and through the ESNZ website by a notice posted on the home page.

- 20.3 Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required timeframe or the omission to give notice to all Members and any other error in the organisation of the General Meeting shall not invalidate the General Meeting nor prevent the General Meeting from considering the business of the meeting provided that:
- a. The Chairperson in his or her discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and a Special Resolution is obtained in favour of the motion to proceed from those Members present and entitled vote under Article 19.3.

21. Article 21: Nominations and Agenda Items

- 21.1 Not less than 42 days before the date set for the AGA, agenda items (including alterations to this Constitution) and nominations for the President and the Vice President under Article 15.3.a. must be received in writing by the CEO.
- 21.2 The business which must be transacted at the AGA includes:
- a. The Annual Report of ESNZ;
 - b. Items of business of which notice has been given under Article 20.1.b.;
 - c. Election of the President and the Vice President;
 - d. Appointment of the Auditor;
 - e. Any alterations to this Constitution.
- 21.3 That the ESNZ Annual Report be posted on the ESNZ website in a viewable, downloadable electronic format not less than 21 days before the notified date of the Annual General Assembly. A hard copy of the Annual Report will be made available by post to any Full Member who specifically requests it from the ESNZ National Office.
- 21.4 That the Agenda of the Annual General Assembly, along with a list of voting Delegates, will be posted on the ESNZ website (with a home page link) at least 21 days before the date of the meeting, in a separate viewable and downloadable document.
- 21.5 That an email will be sent to all ESNZ members informing of the publication of the Annual Report and the AGA Agenda on the ESNZ website. A notice will also be published in the August edition of The Bulletin.

22. Article 22: Special General Meetings

- 22.1 A SGM of ESNZ may be called at any time by written notice from:
- a. The Board; or

- b. Not less than two Discipline Boards; or
- c. Not less than 650 Voting Members

23. Article 23: Notice of Special General Meetings

- 23.1 Upon receipt of a request for a SGM not less than 21 days written notice must be given to the Board and the Members by the CEO of:
- a. The date and place of the SGM; and
 - b. The items of business to be discussed.
- 23.2 Only those items of business set out in the Notice from the CEO may be discussed at an SGM.

24. Article 24: Voting at General Meetings

- 24.1 Voting at a General Meeting shall be by Ordinary Resolution of those present and entitled to vote in accordance with Article 19.3 except for alterations to this Constitution (under Article 31) and the winding up of ESNZ under (Article 33) which will be by Special Resolution of those persons present and entitled to vote in accordance with Article 19.3.
- 24.2 Voting may be by show of hands, or by secret ballot if requested by the Voting Delegates from two or more Disciplines. The Chair Person of the meeting shall have a casting vote.
- 24.3 Proxy voting shall be allowed; however each discipline or affiliated organisation must have more delegates in attendance than the number of proxy votes presented. (For example, if a discipline has only 4 delegates in attendance it may have a maximum of 3 proxy votes). A delegate in attendance may only hold one (1) proxy vote in addition to their own. Any changes to a discipline's Voting Delegates, following their prior submission to the CEO, will require the endorsement of the Board at its meeting immediately prior to the AGA.

25. Article 25: Postal Votes

- 25.1 A postal vote is to be used if more than one (1) nomination is received for either the President or Vice President according to Article 15.3.
- 25.2 For the purpose of this Article post includes facsimile, electronic mail or other form of visible or other electronic communication.**

26. Article 26: Quorum

- 26.1 A quorum for General Meetings is two thirds of the persons entitled to vote under Article 19.3.
- 26.2 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting the meeting shall be adjourned to such other date, time and place as determined by the Board and if no quorum is obtained at that further meeting then the persons present at the further meeting are deemed to constitute a valid quorum.

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27. Article 27: Finances

- 27.1 Unless otherwise determined by the Board the financial year of ESNZ shall end of the 31st day of May each year.
- 27.2 The financial statements shall be audited each year and the audited financial statements shall be submitted to the AGA. The auditor shall be appointed annually at each AGA.
- 27.3 The financial statements will incorporate the consolidated financial position and financial performance of ESNZ, the Disciplines and any other body established by the Board to conduct business on behalf of ESNZ.

28. Article 28: Regulations

- 28.1 The Board may determine and amend such Regulations as it considers necessary or desirable for the management and operation of ESNZ and its activities. Such Regulations must be consistent with the Objects of this Constitution.
- 28.2 All Regulations shall be binding on ESNZ and its Members.
- 28.3 All Regulations and amendments to them shall be advised to all Members in writing or electronically as approved by the Board.
- 28.4 The Regulations which prior to the commencement of this Constitution were in force shall (unless otherwise revoked) be deemed to continue in force until the Regulations are revoked or otherwise altered or amended by the Board, provided that where any inconsistency between this Constitution and the Regulations exists, this Constitution shall prevail.

29. Article 29: Judicial and Disciplinary Bodies

- 29.1 The following bodies are established or recognised to carry out the judicial and disciplinary functions of ESNZ:
- a. Ground Juries;
 - b. Appeal committees;
 - c. A judicial committee;
 - d. The Sports Disputes Tribunal of New Zealand or its successor.
- 29.2 The jurisdiction and powers of the bodies described in Article 29.1 are set out in the Regulations.

30. Article 30: Interpretation of the Articles

- 30.1 In the event of any dispute, doubt or difference arising as to the interpretation or application of this Constitution, the decision of the Judicial Committee shall be final and binding unless the

parties to the dispute, doubt or difference agree to refer the dispute, doubt or difference to the Sports Dispute Tribunal of New Zealand or its successor in accordance with the Regulations.

- 30.2 If any dispute or matter arises which is not provided for in this Constitution or the Regulations then such dispute or matter shall be referred in writing to the Board whose decision shall be final and binding or alternatively, if the parties to the dispute or matter agree, then to the Sports Disputes Tribunal of New Zealand or its successor if it has jurisdiction to deal with the dispute or matter.

31. Article 31: Alteration to Constitution

- 31.1 Subject to Article 31.2 this Constitution may only be amended, added to or repeated by Special Resolution at a General Meeting in accordance with Article 21.2 e.

- 31.2 No alteration, addition or revision of this Constitution shall be approved if it affects the non-profit objects, personal benefit prohibition or the winding up Articles contained in this Constitution. This Article 31.2 must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

32. Article 32: Prohibition on Personal Benefits

- 32.1 No Member or person associated with a Member may participate in or materially influence any decisions by ESNZ in respect of payment to or on behalf of that Member or associated person of any income, benefit or advantage.

- 32.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value). This provision and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision of this Constitution.

33. Article 33: Winding Up

- 33.1 ESNZ may be voluntarily liquidated or wound up if a Special Resolution is passed at a General Meeting requiring ESNZ to be wound up and if such resolution is confirmed in a subsequent SGM called for that particular purpose, and held not later than 60 working days after the date on which the resolution was passed.

- 33.2 If upon the winding up or dissolution of ESNZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members of ESNZ but shall be given or transferred in the first instance to some other organisation or body having objects similar to the objects of ESNZ, or if such an organisation or body is not apparent, to some other charitable organisation or purpose within New Zealand.

34. Article 34: Indemnity

- 34.1 ESNZ shall indemnify its Board Members, officers and employees against all damages, costs, (including legal costs) for which any such Board Member, officer or employee may be or become

liable as a result of their acts or omissions in performing their functions connected with ESNZ except occurring as a result of their wilful misconduct.

35. Article 35: Common Seal

- 35.1 The common seal of ESNZ shall be kept in the control of the ESNZ Board any may be affixed to any document only by resolution of the ESNZ Board and in the presence of and with the accompanying signatures of the chairperson and/or CEO, and in the absence of either of those then by another ESNZ Board Member.
- 35.2 In using the common seal of ESNZ for the purpose of validating horse passports, horse identification pages, international event entries, Olympic or FEI Games Certificates of Capability or other such documentation the signature of the CEO must accompany the Common Seal. In the absence of the CEO either an ESNZ Board Member or the Financial Officer of ESNZ signature must accompany the Common Seal.