

Manawatu Riding for the Disabled Association Incorporated

Incorporated Society No. 218813

Charity Registration CC24444

RULES

[Approved at the AGM held on xx April 2021]

1. THE SOCIETY

- 1.1. The name of the society is Manawatu Riding for the Disabled Association Incorporated ("the Society").
- 1.2. The Registered Office of the Society is at such place in New Zealand as the Committee may from time to time decide.
- 1.3. The purposes of the Society are to:
 - a. Provide therapeutic horse riding opportunities for people living with disabilities whose health and wellbeing is likely to benefit from such participation.
 - b. Do anything necessary or helpful to the above purposes and to the continuance and advancement of the Riding for the Disabled movement.
- 1.4. Pecuniary gain is not a purpose of the Society.

2. MANAGEMENT OF THE SOCIETY

MANAGING COMMITTEE

- 2.1. The Society will have a managing committee ("the Committee"), comprising a President, Vice President, Secretary and Treasurer (the "Officers") and other Committee members.
- 2.2. The position of President may not be combined with any other Officer position.
- 2.3. The minimum number of Committee members (including the Officers) will be five and the maximum number will be eight.
- 2.4. Only Members of the Society may be Committee Members.

APPOINTMENT AND CESSATION OF COMMITTEE MEMBERS

- 2.5. At an Annual General Meeting, the Members may decide by majority vote;
 - a. The maximum number to be on the Committee; and
 - b. Who will be the President, Vice President, Secretary and Treasurer. The role of Secretary may be combined with either the role of Vice President or Treasurer. No other combinations of officer roles are permitted.
- 2.6. Committee Members are appointed for terms of no more than three years and may be re-appointed.
- 2.7. Persons cease to be Committee Members when:
 - a. They resign by giving written notice to the Committee.
 - b. They are removed by majority vote of the Society at a Special General Meeting.
 - c. Their term expires.
- 2.8. If a person ceases to be a Committee Member, that person must within one month return to the Committee all Society documents and property.

NOMINATION OF COMMITTEE MEMBERS

- 2.9. Nominations to fill Committee vacancies will be called for at least 28 days before an Annual General Meeting. Each candidate will be proposed and seconded in writing by Society Members and the completed nomination delivered to the Secretary. Nominations will close at 5pm on fifteen days before the Annual General Meeting. Retiring Committee members will be eligible for re-election.

- 2.10. If there are insufficient nominations prior to the AGM, the chair of the meeting may call for nominations from the floor, requiring a nominator (not the nominee) and seconder. No member may participate in nominating or seconding more than one person at a meeting.
- 2.11. If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.
- 2.12. If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
- 2.13. If any Committee Member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

3. ROLE OF THE COMMITTEE AND COMMITTEE MEMBERS

- 3.1. Subject to the rules of the Society ("The Rules"), the role of the Committee is to:
 - a. Administer, manage and control the Society;
 - b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
 - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - d. Set accounting policies in line with generally accepted accounting practice;
 - e. Delegate responsibility where necessary;
 - f. Ensure that all Society Members, the Committee Members and the Committee follow the Rules;
 - g. Decide how a person becomes a Member, and how a person stops being a Member;
 - h. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - i. Decide the procedures for dealing with complaints;
 - j. Set Membership fees, including subscriptions and levies;
 - k. Follow the policies and procedures issued by NZRDA, specifically to maintain operational certification and affiliation with NZRDA;
 - l. Ensure the Society maintains charitable status;
 - m. Make additional policy and procedure as the Committee sees fit; and
 - n. Do all such other things as are expedient or conducive to the attainment of the objects of the Society.
- 3.2. The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.
- 3.3. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

ROLES OF OFFICERS

- 3.4. The President/Chair is responsible for:
 - a. Ensuring that the Rules are followed;

- b. Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Society;
- e. Providing a report on the operations of the Society at each Annual General Meeting.

3.5. The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Holding the Society's records and documents except those required for the Treasurer's function and held by the Treasurer;
- d. Receiving and replying to correspondence as required by the Committee;
- e. Filing required information with the Registrar of Incorporated Societies and Charities Services;
- f. Advising the Registrar of Incorporated Societies of any rule changes.

3.6. The Treasurer is responsible for:

- a. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b. Preparing annual financial statements in accordance with the Societies' accounting policies for presentation at each Annual General Meeting;
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

4. COMMITTEE MEETINGS

- 4.1. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 4.2. No Committee Meeting may be held unless at least three days' notice has been given to all Committee Members and more than half of the Committee Members attend. If all Committee Members agree, the notice period may be shortened or waived.
- 4.3. The President will chair Committee Meetings, or if the President is absent the Vice President will chair the meeting. If the President and Vice President are absent, the Committee will elect a Committee Member to chair that meeting.
- 4.4. All decisions of the Committee will be by a majority vote. In the event of an equal vote, the President/Chair will have a casting vote, that is, a second vote.
- 4.5. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 4.6. Subject to these Rules, the Committee may regulate its own practices by approving Regulations that shall be read in Conjunction with this Constitution.

5. SOCIETY MEMBERSHIP

- 5.1. The minimum membership is fifteen members, or such number as required by legislation.
- 5.2. Society Members have the rights and responsibilities set out in these Rules.

- 5.3. All Society Members (including Committee Members) will promote the purposes of the Society and will do nothing to bring the Society into disrepute.
- 5.4. Any person who is a Society Member will not be able to materially influence any income, benefit or advantage that the Society Member may receive as a result of involvement with the Society, and such persons will not participate in any deliberations and proceedings by which income, benefit or advantage is being determined.
- 5.5. The property, effects and money of the Society will belong to the Society as an Incorporated Society and no member will acquire any personal interest or individual interest in any of the property of the Society by virtue of being a member of the Society.
- 5.6. To become a Society Member, a person ("the Applicant") must supply any information the Committee requires. Applications will be considered by the Committee. The Committee will have complete discretion when it decides whether or not to allow the Applicant to become a Society Member. The Secretary will advise the Applicant of the Committee's decision, and that decision will be final.
- 5.7. If any Society Member does not pay any required membership fee by the date set by the Committee or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership may be terminated. After that date, the Society Member will (without being released from the obligation of payment of any sums due to the Society) have no Membership rights.
- 5.8. The Secretary will keep a register of Society Members ("the Register"), which will contain the names, the postal and email addresses and telephone numbers of all Society Members, and the dates at which they became Society Members. Each Society Member will provide such other details as the Committee requires.
- 5.9. If a Society Member's contact details change, that Society Member will give the details to the Secretary.
- 5.10. Any Society Member may resign by giving written notice to the Secretary.
- 5.11. Membership is terminated in the following way;
 - a. If, for any reason whatsoever, the Committee is of the view that a Society Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Society Member ("the Committee's Notice"). The Committee's Notice must:
 - Explain how the Society Member is breaching the Rules or acting in a manner inconsistent with the purposes and values of the Society;
 - State what the Society Member must do in order to remedy the situation; or state that the Society Member must write to the Committee giving reasons why the Committee should not terminate the Society Member's Membership.
 - State that if, within 14 days of the Society Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Society Member's membership.
 - State that if the Committee terminates the Society Member's membership, the Society Member may appeal to the Society.
 - b. Fourteen days after the Society Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Society Member's

membership by giving the Society Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Society Member may appeal to the Society at a Special General Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Society Member’s receipt of the Termination Notice.

- c. If the Society Member gives the “Member’s Notice” to the Secretary, the Society Member will have the right to be fairly heard at a Special General Meeting held within the following 28 days. If the Society Member chooses, the Society Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Society Member may require the Secretary to give the Member’s Explanation to every other Society Member within 7 days of the Secretary receiving the Member’s Explanation.
- d. When the Society Member is heard at a Special General Meeting, the Society may question the Society Member and the Committee Members.
- e. The Society will then by majority vote decide whether to let the termination stand, or whether to reinstate the Society Member. The Society’s decision will be final.

6. MONEY AND OTHER ASSETS OF THE SOCIETY

- 6.1. The Society may only Use Money and Other Assets if:
 - a. It is for a purpose of the Society;
 - b. It is not for the sole personal or individual benefit of any Member; and
 - c. That Use has been approved by either the Committee or by majority vote of the Society.

7. ADDITIONAL POWERS

- 7.1. The Society may:
 - a. Employ or contract people for the purposes of the Society;
 - b. Exercise any power a trustee might exercise;
 - c. Invest, lend and deal with the moneys of the Society not immediately required for carrying on its business in such securities and in such a manner as from time to time determined upon;
 - d. Purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges;
 - e. Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

8. FINANCIAL YEAR

- 8.1. The financial year of the Society begins on 1 January of every year and ends on 31 December of the same year.

9. ASSURANCE ON THE FINANCIAL STATEMENTS

- 9.1. The Committee will appoint a member of the institute of Chartered Accountants Australia and New Zealand (“Reviewer”) who is independent of the Society and all its Members, to perform an “agreed upon procedures” review as determined by the Committee. The Committee is responsible to provide the Reviewer with:
 - a. Access to all information of which the Committee is aware that is relevant to the review;

- b. Additional information that the Reviewer may request from the Committee for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.
- d. Reasonable access to persons within the Society from whom the Auditor determines it necessary to obtain evidence.

10. SOCIETY MEETINGS

- 10.1. A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 10.2. Any General Meeting can be held by the number of Members, who constitute a quorum, being assembled together at date and time appointed for the meeting; either in an appointed place or by means of audio, or audio and visual communication by which all the Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 10.3. The Committee will determine when, and in what meeting format the Society will meet.
- 10.4. The Annual General Meeting will be held once every year before 31 May.
- 10.5. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request stating the business to be transacted and a notice of motion signed by at least 5 or 5% of the Members (whichever is the higher) or in accordance with Rule 5.11 c.
- 10.6. The Secretary will give all Members at least 14 Clear Days' Written Notice of the business to be conducted at any Society Meeting including details of any motions and the Committee's recommendations about those motions.
- 10.7. In addition to the requirements of clause 10.4, for the Annual General Meeting the Secretary will provide with the notice of meeting;
 - a. A President's Report on the Society's operations;
 - b. The Annual Financial Statements as approved by the Committee; and
 - c. A list of Nominees for the Committee, and information about those Nominees if it has been provided.
- 10.8. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 10.9. All Members may attend and vote at Society Meetings.
- 10.10. No Society Meeting may be held unless at least 10 or 10% (whichever is the higher) of Members attend. This will constitute a quorum.
- 10.11. All Society Meetings will be chaired by the President. If the President is absent, the Vice President will chair that meeting. If the President and Vice President are absent, the Society will elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 10.12. On any given motion at a Society Meeting, the Chair will in good faith determine whether to vote by voice, show of hands or Secret ballot. However, if any three Members other than Committee members or nominees demand a secret ballot before a vote by voice or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote if required. If a secret ballot is requested the Chair will appoint

two scrutineers to conduct and count the vote, and deliver the result in writing signed by both scrutineers to the Chair who will announce the result of the ballot.

10.13. The business of an Annual General Meeting will be:

- a. Receiving any minutes of the previous Society Meeting(s);
- b. The President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Committee Members;
- e. Motions to be considered that have been notified in accordance with the Constitution and included in the Notice of Meeting;
- f. General business.

10.14. If at the stated time for a Society Meeting a quorum is not present the Chair will defer the commencement of the meeting until a quorum is present. If within half an hour after the time appointed for a meeting a quorum is not present;

- a. If the Society Meeting is the Annual General Meeting, the meeting will be dissolved and recalled in accordance with Rule 10.6.
- b. If the Society Meeting, is a Special General Meeting called upon requisition of Society Members under Rule 10.5, it will be dissolved.
- c. In any other case, the meeting will stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present the meeting will be dissolved without further adjournments.

10.15. Motions at Society Meetings

- a. Any Society Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 21 Clear Days' before that meeting. The Society Member may also provide information in support of the motion ("Member's Information").:
- b. A member's Motion must be voted on at the Society Meeting and the Secretary must give the Member's Information to all Society Members at least 14 Clear Days before the Society Meeting; or

if the Secretary fails to do this, the Society Member has the right to raise the motion at the following Annual General Meeting.

- c. The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which will be suitably notified.

11. COMMON SEAL

11.1. The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

11.2. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

12. ALTERING THE RULES

- 12.1. The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting PROVIDED THAT the proposed alterations or replacement Rules have been authorised by the Board of New Zealand Riding for the Disabled Association Incorporated in advance of the meeting.
- 12.2. At least 14 Clear Days before the General Meeting at which any Rule change is to be considered the Secretary will give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 12.3. When a Rule change is approved by a General Meeting no Rule change will take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

13. WINDING UP

- 13.1. If at any General Meeting the members decide by a majority of those present and entitled to vote that the Society should be wound up, the Secretary will call a Special General Meeting of the Society of which not less than thirty Clear Days' notice will be given to all Society Members and to the Secretary of the New Zealand Riding for the Disabled Association Incorporated specifying the terms of any resolution to be proposed.
- 13.2. If at such Special General Meeting of the Society it is decided by a majority of those present and entitled to vote that the Society should be wound up, the Society will be wound up in an orderly manner and with independent advice and assistance from an appropriately qualified professional.
- 13.3. If the Society is wound up:
 - a. The Society's debts, costs and liabilities will be paid;
 - b. Surplus Money and Other Assets of the Society will be distributed to New Zealand Riding for the Disabled Association Incorporated or any of its affiliated Riding for the Disabled Groups as the Society may in General Meeting decide, PROVIDED THAT any such surplus Money and Other Assets which have been purchased or developed by the Society with aid from the local community, will be distributed to other local and recognised charitable Incorporated Societies as the Society may in General Meeting decide or to the local community for public recreational purposes.
 - c. No distribution may be made to any Member or any entity associated with any Society Member.

14. DEFINITIONS AND MISCELLANEOUS MATTERS

- 14.1. In these Rules:
 - a. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
 - b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - c. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
 - d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f. "Clear Days" is defined as excluding the day of notification, the day of the meeting and any statutory holidays in between.

14.2. It is assumed that

- a. Where a masculine is used, the feminine is included.
- b. Where the singular is used, plural forms of the noun are also inferred.
- c. Headings are a matter of reference and not a part of the rules.

14.3. The Committee and each and every member thereof acting in good faith will be indemnified by and out of the funds including investments of the Society against any loss, damage, expense, or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance or professed performance of any of their official duties or any of the objects of the Society.

14.4. Matters not covered in these Rules will be determined in accordance with the Rules of the New Zealand Riding for the Disabled Association Incorporated or, if the latter Rules are silent on the point, by the Committee, whose decision will be final. Where any conflict arises between these rules and those of the New Zealand Riding for the Disabled Association Incorporated then the latter rules will prevail.

END