

**New Zealand Pony Clubs
Association Incorporated**

Clevedon Pony Club Branch Incorporated

Branch Constitution

Commencement Date: 18th March 2023

President : Jodie Fenwick

Secretary: Sandra Nelson

Treasurer: Phoebe Taylor

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New Zealand Pony Clubs Association Incorporated

Constitution for Branches

1. Purpose of this Constitution

- 1.1 The purpose of this Constitution for Branches is to:
- a. Provide a Branch with a Constitution so they can legally operate and flow from the NZPCA Constitution, and
 - b. Provide a Constitution that is consistent with and in accordance with the NZPCA Constitution, and
 - c. Assist Branches with their obligations, roles and responsibilities, and
 - d. Provide effective mechanisms for merging and winding up.
- 1.2 If a Branch chooses not to adopt this Constitution or wishes to add to it, that Branch must send the proposed Constitution to the NZPCA Board, prior to approval by the Branch concerned, to ensure it is consistent with the NZPCA Constitution.

2. Commencement Date

- 2.1 This Constitution shall come into force on **18th March 2023** and shall continue in force until such time as it is revoked by the Branch, or by the Board.

3. Definitions

- 3.1 Every reference to the Constitution shall mean the NZPCA Constitution unless otherwise specified.
- 3.2 The words and phrases used in this Constitution shall have the same meaning as defined in the NZPCA Constitution, unless otherwise specified.

4. Name

- 4.1 The name of the Incorporated Society is **Clevedon Pony Club Branch Incorporated** of the **Auckland Manukau Pony Club Incorporated** of the **Auckland Area Pony Club Incorporated**

5. Registered Office

- 5.1 The registered office of Clevedon Pony Club Branch shall be at such place as determined by the Branch's Committee from time to time.

6. Provisions provided for in the NZPCA Constitution

- 6.1 The following provisions have been provided for in the NZPCA Constitution:
- a. **Objects**
 - i. The objects of the Branch must be in accordance and consistent with the Objects of NZPCA (Refer to Rule 3 of the NZPCA Constitution).
 - b. **Roles and Responsibilities**
 - i. Each Branch must mirror, and will be responsible for their Roles and Responsibilities as specified in Rule 7.3 of the NZPCA Constitution.
 - c. **Obligations**
 - i. In addition to the Branch being a member under Rule 13 of the NZPCA Constitution, a Branch must be consistent and in accordance with the obligations stated in Rule 7.4 of the NZPCA Constitution including:
 - (a) Be registered, and maintain registration as an Incorporated Society under the Act, with fifteen (15) or more members (of whom eight (8) are adults – eighteen (18) years of age and older), unless a transition period is agreed to with the Board to allow a Branch to become Incorporated.
 - (b) All Branch Committee members must be eighteen (18) years of age and older and either a Riding Member, an Adult Member, or a Life Member.
 - (c) Establish a Branch Committee comprising of no less than seven (7) members who are eighteen (18) years of age and older and either a Riding Member, an Adult Member, or a Life Member.
 - d. **Powers**
 - i. The Powers of the Branch must be in accordance and consistent with the Powers of NZPCA (Refer to Rule 4 of the NZPCA Constitution).
 - e. **Membership**, including but not limited to the following:
 - i. Categories of Members (Refer to Rule 5.1 of the NZPCA Constitution)
 - ii. Members Rights and Obligations (Refer to Rule 13 of the NZPCA Constitution)
 - iii. Membership and Other Fees (Refer to Rule 14 of the NZPCA Constitution)
 - iv. Register of Members (Refer to Rule 7.6 of the NZPCA Constitution)
 - v. Resignation and Termination of Membership (Refer to Rule 16 of the NZPCA Constitution)

(Membership) Must mirror, and be carried out according to the procedures and processes set out in and including Rule 5 to Rule 16 of the NZPCA Constitution.
 - f. **Governance**, including but not limited to the following:
 - i. Officers (the Officers are listed below under 'Management Officers')
 - ii. Committee Composition and Membership
 - iii. Duties and Powers of Committee Members
 - iv. Committee Meetings and Procedures

- v. Appointment and Election of Committee Members
- g. **Meetings of Branch Members**
 - i. **General Meeting**
 - (a) The Branch shall, prior to the Club Annual General Meeting and before 31 May each year hold an Annual General Meeting.
 - (b) All members of the Branch who are eighteen (18) years of age and older and either, a Riding Member, an Adult Member or a Life Member shall be entitled to attend and vote.
 - (c) The President, the Executive Committee or upon written requisition by 50% of members who are eighteen (18) years of age and older and either, a Riding Member, an Adult Member or a Life Member, convene a Special Meeting of the Branch. Refer to Rule 6.1g. ii. (c) re notification of the meeting.
 - (d) Notification of General Meetings - sixteen (16) days prior notice of either the Annual General Meeting or a Special Meeting of a Branch (including the day of notification and of the meeting) shall be circulated to all Members eighteen (18) years of age and older, and either a Riding Members, an Adult member or a Life Member. Such notice to stipulate the time, place, date and the business of the meeting.
 - ii. **Committee Meetings**
 - (a) Meetings of the Committee shall be held at least three (3) times a year.
 - (b) Notification of Committee meetings – The Secretary shall, upon written request of not less than five (5) members of the Committee convene a meeting giving at least seven (7) days prior notice to each member of the Committee.
- h. **Quorum**
 - i. A Quorum for any Branch Meeting, shall be seven (7) of either, Riding Members, Adult Members or Life Members of the Branch who are eighteen (18) years of age and older and who are eligible to attend and vote.
- i. **Voting at Branch Meetings**
 - i. Voting at any meeting (Committee Meeting, Annual General Meeting or Special Meeting) of the Branch may be conducted by voice, show of hand, ballot or secret ballot.
 - ii. **General Meetings**
 - (a) At any Annual General Meeting or Special Meeting of the Branch only Riding Members, Adult Members and Life Members shall be entitled to attend and vote.
 - iii. **Committee Meetings**
 - (a) At any Committee meeting of the Branch, only the duly elected Committee Members present at the meeting shall be entitled to vote.

- iv. The President will have the casting vote in the case of equality of votes.
- j. **Financial Year**
 - i. The financial year must commence between 1 January and 31 March of the same year.
- k. **Anti Doping**
 - i. This process must be consistent and in accordance with Rule 30 of the NZPCA Constitution.

7. **Management Officers**

- 7.1 The Branch shall be managed by a Committee elected annually at the Annual General Meeting and include:
 - a. President
 - b. One (1) Vice-President (if desired)
 - c. Secretary
 - d. Treasurer
 - e. Head Coach
 - f. Committee Members – (no less than three (3) members)
- 7.2 An **Executive Committee** of three (3) members will be elected from the above-named Officers.
 - a. The Branch Committee may delegate any of its powers, duties and roles and responsibilities to the Executive Committee.
 - b. The Executive Committee may make any decisions necessary between meetings of the Branch Committee, which by reason of urgency, cannot be left until the next committee meeting.
- 7.3 In addition to the above elected Officers, the following appointments are required:
 - a. Authorised Person
 - b. Delegates to Club Meetings (no more than two)
 - c. Cheque Signatories (minimum of two)
 - d. Auditor/Reviewer
- 7.4 The **President** of a Branch oversees all activities and responsibilities of the Branch
 - a. The President will chair all Branch Meetings and may only exercise a casting vote (in the event of equality of votes).
- 7.5 The **Secretary** shall keep all books/records and correspondence of the Branch, including archives, and administer the correspondence, attend meetings and record and distribute the minutes of all meetings to members who are eighteen (18) years of age and older and either a Riding Member, an Adult Member or a Life Member. The Secretary must work in close

liaison with the Branch President, and other members of the Committee.

- a. Minutes of all meetings, whether Annual General, Special, or Committee Meeting, shall be kept by the Secretary and entered into a proper book. The minutes of the preceding meeting shall be read and confirmed at the next meeting. The Minute Book of the Branch shall be open to inspection by any Riding Member, Adult Member or Life Member who is eighteen (18) years of age and older, at all reasonable times.
- b. The **Treasurer** of the Branch is to account for all monies received, including Membership and other fees, and expended on account of the Branch, and to present an audited/reviewed Balance Sheet and Financial Statement at the Branch's Annual General Meeting.

7.6 The elected Secretary and Treasurer of a Branch may be the same Member, so long as both the Secretary and Treasurer duties are still carried out.

7.7 **Authorised Person:** A Branch shall appoint a member eighteen (18) years of age and older and either a Riding Member, an Adult Member or a Life Member, who will be responsible for managing and maintaining the Branch's membership database.

7.8 **Branch Delegates:** A Branch shall appoint two (2) Delegates to represent the Branch at Club Meetings

7.9 **Head Coach:** It shall be the duty of the Head Coach to organise rallies and other Coaches of the Branch, and to liaise with the Club's Chief Coach and District Commissioner as required.

8. **Common Seal**

8.1 The Branch which is incorporated under the Incorporated Societies Act 1908 shall have a Common Seal which shall be under the control of the Secretary. The Common Seal shall be fixed by him or her to documents (only following a resolution) only in pursuance of a resolution of the Committee of the Branch, or (following) of a Special Meeting of the said Area. The Common Seal shall be affixed in the presence of two (2) members of the Committee, and the Secretary.

8.2 The Common Seal for a Branch should be consistent and in accordance with Rule 31 of the NZPCA Constitution.

9. **New Branches**

9.1 The procedure for New Branches is specified in Rule 5 of the General Regulations.

9.2 The procedure must be consistent and in accordance with Rule 5 of the General Regulations.

10. **Alteration to Branch Rules**

10.1 The Branch may alter, rescind, or add to these rules provided however that no alteration, rescission or addition to such Rules shall be made without:

- a. Notice of the proposed alteration, rescission, or addition of a new rule, having been signed by two (2) duly appointed Officers, Riding Members, Adult Members or Life

Members of the Branch who are (18) years and older and deposited with the Secretary at least thirty (30) days before the Branch's Annual General Meeting or Special General Meeting at which the same will be considered, and

- b. A copy of such proposed new rule, alteration or addition having been notified to each Riding Member, Adult Member or Life Member of the Branch who is eighteen (18) years of age and older, at least twenty one (21) days before the date of the Branch's Annual General Meeting or Special General Meeting at which the same is to be considered, and
- c. The sanction of 65% of those Riding Members, Adult Members and Life Members who are eighteen (18) years of age and older and who are voting in person at a Branch's Annual General or Special General Meeting.
- d. Prior approval of Inland Revenue Dept. of any alteration, rescission, or addition of the Rules pertaining to the Pecuniary Profit and/or Winding Up Clauses of these Rules.

10.2 No alteration, rescission or addition of the Rules shall be approved if it affects the non-profit aims, Personal Benefit Clause or the Winding Up Clause. The provisions and effect of this Clause shall not be removed from this document and shall be included and implied into any document replacing this document.

11. **Annual Report**

11.1 A Branch shall prepare an Annual Report which contains:

- a. The audited/reviewed annual financial statements as required under the Act, and
- b. A written report summarising the year's activities.

11.2 A copy of the Annual Report must be sent to the Club immediately after the Branch's Annual General Meeting.

12. **Financial Reporting and Audit/Review**

12.1 True accounts shall be kept of all moneys received and expended by the Branch and the matters in respect of which such receipts and expenditure shall take place and of the assets, credits, and liabilities of the Branch in books of account which shall be kept at such place or places as the Branch shall from time to time think fit.

- a. The financial size of the Branch shall determine the financial reporting verification standards to be applied.
 - i. Where the Branch is registered for GST (current turnover of \$60,000) or has assets greater than \$250,000, an Audit is required.
 - ii. Where the Branch is not registered for GST (current turnover of \$60,000) or has assets less than \$250,000, a Review is required.
 - iii. At the Annual General Meeting in every year an Auditor (or Reviewer) of the financial statements shall be appointed. The Auditor (or Reviewer) shall be appointed by resolution and shall hold office for one (1) year and shall be eligible for re-appointment (the following year).

- iv. The Auditor shall carry out an Audit (or the Reviewer shall carry out a Review) of the Branch's financial statements prior to the Branch's Annual General Meeting, and report to members. The report shall be available for inspection at all reasonable times by any Riding Member, Adult Member or Life Member of the Branch who is eighteen (18) years of age and older.
- v. Each year, (following) after the Branch's Annual General Meeting, a signed copy of the financial statements together with the Minutes of the Meeting related to it, must be sent to the Registrar of Incorporated Societies.
- vi. All cheques drawn by the Branch shall be signed by any two (2) of the President, Secretary or Treasurer, or any other Riding Member, Adult Member or Life Member of the elected Branch committee who is eighteen (18) years of age and older, if the role of Secretary and Treasurer is combined. All internet banking payment transactions must be confirmed by two (2) duly appointed Committee Members.

13. Regulations

- 13.1 All NZPCA Regulations shall be binding on a Branch and its members.
- 13.2 To the extent of any inconsistency between the NZPCA Regulations and the NZPCA Constitution, the NZPCA Constitution shall prevail.

14. Non Liability

- 14.1 Subject to the NZPCA Constitution being amended in due course, any membership agreement by any Riding Member, Adult Member, Life Member, Casual or Technical Member and any Person Responsible for a Horse who is eighteen (18) years of age and older will accept on agreement and declaration, that the NZPCA accepts no liability for any injury, loss or damage caused to any member, property or horse, during any pony club event or activity.

15. Indemnity and Insurance

- 15.1 Any Committee members, Officers and Employees of any NZPCA Branch, shall be indemnified of any proceedings, costs and/or liabilities, as specified in Rule 35 of the NZPCA Constitution.
- 15.2 The NZPCA shall not indemnify any independent contractors.

16. Disputes and Matters Not Provided For

- 16.1 Disputes are defined and governed by Rule 36 of the NZPCA Constitution.

17. Liquidation, Winding Up and Merging Provisions

- 17.1 Liquidation: A Branch may voluntarily be put into liquidation. In doing so, it must be consistent and in accordance with Rule 34 of the NZPCA Constitution.

- 17.2 Winding Up: If upon the winding up of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such remaining property should be then vested in the NZPCA to be distributed, after consultation, in the region the property originated. The distribution will be as the Board sees fit
- 17.3 A Branch may merge with another Branch or Club upon written consent by the NZPCA and that Branch or Club.
- 17.4 A Branch may make application to NZPCA to become a Club.

18. **Personal Benefit**

- 18.1. No person shall be entitled to derive or otherwise receive any income, benefit or advantage from Clevedon Pony Club Branch where that person is able to determine or materially influence the amount or nature of that income, benefit or advantage, provided that any person who renders professional services to Clevedon Pony Club Branch shall be entitled to be paid all usual and reasonable professional business and trade charges for work done for Clevedon Pony Club Branch.
- 18.2. 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).
- 18.3. This Rule 18 and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.