

## ARCHA CONSTITUTION BYLAWS

### ARTICLE I – NAME & PURPOSE

Section 1. This Association shall be known as the Australian Reined Cow Horse Association (“ARCHA” or “Association”).

Section 2. The Association is established solely for the Objects.  
The Objects of the Association are to:

- (A) Promote, encourage, advance and administer Reined Cow Horse in Australia.
- (B) Foster events such as Reined Cow Horse.
- (C) Develop suitable and proper standards of performance and judging intended to govern all Reined Cow Horse Contests approved by ARCHA Rules.
- (D) Assemble and develop information to provide contestants and spectators a better understanding of a proper performance of the Reined Cow Horse in the show arena.
- (E) Maintain a point score system for end of year awards gained by horses shown at approved ARCHA contests.
- (e) Hire, rent or otherwise acquire suitable premises to conduct functions and contests run by ARCHA.
- (f) At all times, act on behalf of, and in the interest of, the Members and ARCHA.
- (g) Further develop ARCHA into an organised institution and with these Objects in view, to foster, regulate, organise and manage competitions, displays and other activities and to issue and award trophies to successful Members;
- (h) Act as arbiter (as required) on all matters pertaining to the conduct of ARCHA, including disciplinary matters;
- (i) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of ARCHA
- (j) Adopt and implement such policies as may be developed by NRCHA in the United States of America, including (as relevant and applicable) member protection, anti-doping, health and safety, Youth reining, infectious diseases and such other matters as may arise as issues to be addressed in the ARCHA.
- (k) Represent the interests of its Members and of the ARCHA generally in any appropriate forum in Australia
- (l) Maintain its partnership with the NRCHA in the United States of America for purposes of upholding and maintaining the standards for Reined Cow Horse in Australia.
- (m) The ARCHA shall adopt the NRCHA’s (United States of America) policies and rules governing competitions, clinics, shows & judges.
- (n) The ARCHA can when deemed in best interest of the Association and its members implement club classes and make rules for such classes, which may not be recognized by the NRCHA (United States of America), however under no circumstances can the ARCHA alter the requirements for certifying judges, how the judges score a competitor or show, and may not alter the rules or equipment for any sanctioned classes recognized by the NRCHA (United States of America). The only exception to the judge’s rule will be if a certain show cannot be judged by

the required Rated Judge, IE show requires a AAA Rated Judge, yet ARCHA doesn't have available a AAA Rated Judge available, then ARCHA can substitute that Rated Judge with any level as long as they are certified & only in descending order, IE cannot offer a A Rated Judge before a AA Rated Judge to judge the show.

(o) In regards to a horse's turn of age, the NRCHA has agreed with the ARCHA that all events by the ARCHA, the horse's age will be recognized as of the 1<sup>st</sup> of August of each year. However any competitor or horse that competes in the USA, the horse's age will be recognised as of the 1<sup>st</sup> of January each year.

(p) Upon adoption of this constitution, the constitution shall take effect immediately on 5 July 2019.

Section 3. The principal place of business of this Association shall be a place in New South Whales, at a location so established by the Executive Board of the ARCHA.

Section 4. This Association is a Non-Profit mutual benefit association organized under ASSOCIATIONS INCORPORATION ACT 2009 (NSW). The purpose of this Association is to engage in any lawful act or activity for which an association may be organized under such law. Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

This Constitution shall not be altered except by Special Resolution.

## **ARTICLE II – MEMBERS**

### Section 1.

Membership is open to all individuals and organizations who accept the objects and rules of the Association. All memberships listed in this constitution, prior to the adoption of this constitution will be valid & honored. An unincorporated organization is not capable of being a member of the Association.

Individuals and organizations wishing to become members of the Association shall apply to the Executive Board for membership, fill out the membership forms, and render the appropriate fees to the ARCHA.

The Executive Board shall determine whether or not to accept an application for membership. The Executive Board is not required to supply reasons for accepting or rejecting an application for membership. Any application for membership that are rejected will receive a full refund. (All decisions regarding acceptance or rejection of memberships, made prior to the adoption of this constitution will be valid & honored)

Members shall pay such fees as determined by the Association at a general meeting. A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.

Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within two months of the due date.

The Association shall consist of members divided into the following classes:

**FULL MEMBERSHIP** - (being natural persons who have paid the subscription specified). Each full member shall have one vote. In order to exercise their right to vote members' dues must be paid and current at the time of any vote. The vote of the Voting member will not be transferable by proxies or otherwise.

**FAMILY MEMBERSHIP** – (being natural persons who have paid the subscription specified) A family member shall be any two people who are recognized by current laws as legally married to each other and all of their children. Upon receipt of application & approved from the Executive Board, the membership application, shall appoint one person listed on application, who is 18 years old or older as delegate for purposes of voting and have one vote on matters concerning the ARCHA. All members of the application are entitled to voice their opinion at any meeting, however the membership is only entitled to one vote. In order to exercise their right to vote members' dues must be paid and current at the time of any vote. The vote of the Voting member will not be transferable by proxies or otherwise.

**LIFE MEMBERSHIP**– (being natural persons who have paid the subscription specified), Membership shall be for natural life of person. The Executive Board shall approve fees. Upon payment of said sum and acceptance thereof by the Executive Board, the Life member shall have the following privileges:

- (A) A Life membership card
- (B) No further payment of annual dues
- (C) Shall be entitled to one vote. The vote of the Voting member will not be transferable by proxies or otherwise.
- (D) Shall be allowed to run for any position on Executive Board or committee.

**AFFILIATE MEMBERS**- As governed by section 3 of this Constitution.

**NON RIDER MEMBERSHIP** - (being natural persons who have paid the subscription specified). Each Non Rider Membership shall be eligible to attend and speak at meetings but not be entitled to a vote or run for any position on the Executive Board.

**DAY MEMBERSHIP** – (being natural persons who have paid the subscription specified) are only allowed to be used for purposes of riding & education clinics (excluding judge’s seminars) and shows and ARCHA events. Day Members are entitled to any show awards & prizes with the exception of season points & season awards for each specific show they choose to purchase a Day Membership at. (I.E. Competitor enters in show # 1 & purchases Day Membership & then enters in show # 2 & purchases Full Membership. Competitor would not be entitled to any points that would be awarded based on placing in show # 1 but would be entitled to any points awarded in show # 2 as they are now a Full Member). All Day Memberships expire upon completion of the event for the day. No Day Member are not entitled to vote or be on a committee or run for a position on the Executive Board.

## Section 2.

The Executive Board shall determine dues for each class of membership. Said dues shall become due and payable to the ARCHA on July 1<sup>st</sup> of each year and delinquent on September 16th of the same year. Members failing to pay the annual dues by September 16th of each year shall be considered delinquent and will forfeit all rights and privileges of participation in any activities of this Association until delinquent amounts are paid. However no member may vote on any issues regarding the ARCHA unless their membership is valid and paid in full for the current year.

Any membership fees paid as of May 1<sup>st</sup> of each fiscal year shall be valid for the following Fiscal year starting on July 1<sup>st</sup>. This does not pertain to Day Memberships (see Section 1)

Each member shall receive an annual membership card upon payment of his/her dues, and such membership card shall be non-transferable. The membership card shall be in the form prescribed by the Executive Board, and all members, by accepting the membership card, shall be deemed to have agreed to comply with all the provisions of the Constitution By Laws and other rules and regulations of this Association. All members may be required to present their membership cards or a copy of, to show management prior to exhibiting at an ARCHA approved event.

## **Section 2.A. DISCONTINUANCE OF MEMBERSHIP**

### **(a) Notice of Resignation**

(i) A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association of such resignation or withdrawal. (Any such resignations prior to the adoption of this constitution will be consider valid & honored)

(ii) An Affiliate may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Region or Club. A copy of the relevant minutes of the Affiliate meeting showing that the Special Resolution has been passed by the Affiliate must be provided to the Association.

(iii) If an Affiliate ceases to be a Member under this Constitution, the Association membership of all Individual Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt with in accordance with the Regulations.

(iv) Upon the Association receiving notice of resignation of membership given under this Constitution, an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

### **(b) Discontinuance for breach**

(i) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee. (Any such decisions by the Association prior to the adoption of this constitution will be consider valid & honored)

(ii) Membership shall not be discontinued by the Board without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

(iii) Where a Member fails, in the Board's view to adequately explain the breach that Member's membership shall be discontinued under by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under as soon as practicable. (Any such decisions by the Association prior to the adoption of this constitution will be consider valid & honored)

### **(c) Discontinuance for failure to re-affiliate**

Membership of the Association may be discontinued by the Board if an Affiliate has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

### **(d) Member to Re-Apply**

A Member whose membership has been discontinued under:

(i) Must seek renewal or re-apply for membership in accordance with this Constitution; and

(ii) May be re-admitted at the discretion of the Board.

(e) Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately. Where a Region or Club ceases to be a Member it shall also forfeit all representation rights on the Board and at General Meetings. (Any such Forfeiture prior to the adoption of this constitution will be consider valid & honored)

(f) Membership may be reinstated

Membership which has been discontinued may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

### Section 3. AFFILIATE MEMBERS

There shall be one class of membership that shall be designated as "Affiliate". Each Affiliate shall be a recognized horse association representing a state, region or "locale". Each Affiliate shall be governed by its own Bylaws and Articles of Incorporation that shall be in conformance with those of the Association. Each Affiliate shall pay annual dues to the Association at a level that shall be set from time to time by the Executive Board of the ARCHA and shall be due on July 1<sup>st</sup> of each year and delinquent on September 16th of the same year. Membership dues not paid by September 16th of each year shall be considered delinquent and all rights and privileges of membership are forfeited. Each Affiliate member shall upon paying membership dues be deemed to have agreed to comply with all the provisions of the Bylaws, and other rules and regulations of the Association.

Affiliates may be represented on the Executive Board by nominating from their membership any member in good standing in the ARCHA and in the Affiliate and then duly elected. Director representation on the ARCHA Executive Board may be appointed by the Affiliate and may sit on the ARCHA Executive Board as a non-voting member, except for voting on matters directly affecting Affiliates. Every ARCHA Affiliate shall have within its membership at least five (5) members who are also active individual members of the ARCHA. No ARCHA Affiliate or ARCHA Show management entity may deny membership to any ARCHA member in good standing.

ANY AFFILIATE WISHING TO HAVE THEIR MEMBERS COMPETE FOR POINTS FOR END OF YEAR AWARDS, ETC, THAT MEMBER MUST BE AN ARCHA MEMBER IN GOOD STANDING.

In order to qualify as an Affiliate, each Affiliate organization must:

- a) Pay its annual fee and submit a list of its 5 members who are also members of ARCHA.
- b) Provide ARCHA with a copy of its Constitution and Bylaws.
- c) Provide the ARCHA with a complete list of its members no later than September 15th of each calendar year.
- d) Provide the ARCHA with the results of all approved ARCHA classes which results shall be forwarded to the ARCHA in a business-like manner as prescribed by the ARCHA.

- e) Conduct its affairs in compliance with the Bylaws and standing rules of this Association including, but not limited to:
- i. The election of Officers and Directors as per the Affiliate's constitution.
  - ii. Use due process in all matters of discipline or suspension of its members.
  - iii. A person may not serve as a President, Vice-President, Secretary, Treasurer or Director of the ARCHA and an Affiliate at same time (regardless of how the Affiliate's recognize the name of their board or board members).

Any Affiliate found not in compliance with all sections of this article on September 15th of each year will be denied membership renewal until all of the above rules have been satisfied.

### ARTICLE III – MEMBERSHIP MEETING

Section 1. The Annual General Meeting of the ARCHA shall be held as determined by the Executive Board. The meeting shall be held at a time and place Designated by the Executive Board.

(1) The association must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The association must hold its annual general meetings:

- (a) Within 6 months after the close of the association's financial year, or
- (b) Within any later time

(3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) To receive from the committee reports on the activities of the association during the last preceding financial year,
- (c) To elect office-bearers of the association and ordinary committee members,
- (d) To receive and consider any financial statement or report required to be submitted to members under the Act.

(4) An annual general meeting must be specified as that type of meeting in the notice convening it.

(5) Proxy voting must not be undertaken at or in respect of a general meeting.

Special General Meetings of the membership may be called by a majority of the Executive Board, or on the call of the President. The ARCHA Executive Board shall call a special general meeting of the membership upon written request of five percent (5%) of the voting members of the Association and hold a meeting within 21 days at the principal place of business of the Association.

A requisition of members for a Special General Meeting:

- (a) Must be in writing, and
- (b) Must state the purpose or purposes of the meeting, and
- (c) Must be signed by the members making the requisition, and
- (d) Must be lodged with the secretary, and
- (e) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

Section 2. Notice of the time and place of the holding of any regular or special general meeting of the membership shall be sent by regular mail or email to all members at least twenty (21) days prior to such meeting. The accidental omission to give notice of any special general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the special general meeting .

Notice of the cancellation or postponement must be given to all persons entitled to receive notice of the meeting at least seven days before the date for which the meeting was convened and must specify:

- (a) The reason for the cancellation or postponement; and
- (b) Where the meeting is postponed, a date, time and place for holding the meeting.

10.3.3 There must be at least 21 days between the date on which a notice postponing the meeting is given and the date on which the postponed meeting is to be held.

If the committee fails to convene a Special General Meeting to be held within 21 days after the date on which a requisition of members for the meeting is lodged with the secretary, and no notice of cancellation or postponement with a date specified to convene the meeting, any one or more of the members who made the requisition may convene a special general meeting to be held no sooner than 21 days and not later than 3 months after that date.

Section 3. Three 3 members of this Association, shall constitute a quorum at any meeting. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(1) 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 on the requisition of members—is to be dissolved, and
- (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(2) 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 at least 3) are to constitute a quorum.



## ARTICLE IV – OFFICERS

Section 1. The Executive Board of the Association shall consist of the following:

**Office Bearers:**

President

Vice-President

Secretary

Treasurer

**Directors:**

Director 1

Director 2

Director 3

Director 4

President, Vice President, Secretary, Treasurer, and Directors shall be elected by membership and shall be elected for a period of two (2) years or until their successors are duly elected and qualified. All Executive Board members of the Association shall be members in good standing of the Association.

The Executive Board of the ARCHA currently in office immediately prior to approval of this Constitution under the Act shall continue in those positions for two years following such adoption of this Constitution. Upon adoption of this constitution, the constitution shall take effect immediately on 5 July 2019. At that said Annual General Meeting the positions of the Executive Board shall be up for re-election in accordance with this constitution.

Section 2. The President shall preside at all meetings of the Association and at the meetings of the Board of Directors. He/she shall appoint all Committee chairmen. The President, during his/her term of office, may create certain positions, including but not limited to parliamentarian and historian, that he/she may deem necessary to advise the office of the President or the Board of Directors. Said appointments will run concurrently with his/her term as President. He/she shall perform such duties and exercise such other powers as are usually incident to such office. The President will be a member of the Executive Board

Section 3. The Vice President shall perform the duties of the President in his/her absence. The Vice President will be responsible for acquiring the cattle for all events. The Vice President shall be member of the Executive Board.

Section 4. The Secretary shall keep and safeguard a complete and accurate record of all proceedings of the Association, its Executive Board and standing Committees. He/she shall attend to the proper publication of all reports, conduct official correspondence, attest documents and perform such other duties as are usual to such office or as may be required by this Association. The Secretary shall also issue notice or call to directors and members, keep the membership roll or cause the keeping of, issue membership cards and conduct, supervise,

count and record the balloting of all elections. The Secretary shall be a member of the Executive Board.

Section 5. The Treasurer shall oversee the custody of all moneys of the Association and shall keep, or cause the keeping of, regular books of accounts. He/she shall disburse or cause the disbursement of Association funds in payment of just demands against the Association, taking proper vouchers for such disbursements, and shall render at the annual meetings of the Association, the Executive Board, from time to time as may be required of him, an accounting of all his/her transactions as Treasurer and of the financial condition of the Association. He/she shall be a member of the Executive Board and an ex-officio member of the Show Committee and Judge's Committee. A surety bond will be provided for the Treasurer and the ARCHA Management, the premium of which will be paid from Association funds. Written financial statements for the first 3 quarters of the calendar year shall be presented to the membership at each annual meeting. The year-end financial statements, as prepared by a public accountant, will be mailed to the requesting member upon request, and a summary of the financial condition of the association will be published in the official ARCHA publication annually within 90 days of the end of the fiscal year.

#### ARTICLE V – EXECUTIVE BOARD

Section 1. The management of the affairs, property, business and control of policy is vested in the Executive Board. All members of the Executive Board shall be a member in good standing of the Association.

Section 2. The Executive Board of this Association shall consist of eight (8) members in good standing elected by the general membership for a two year term. Following the election of the President, the President can recommend and ask the Executive Board to approve the appointment of up to four (4) additional members to the Executive Board, who will serve a one (1) year term and will sit as voting members of the Executive Board. These appointees will begin their one (1) year term immediately and will be full voting members of the board upon their approval by the elected board. If the newly elected President does not choose to appoint four (4) directors at this meeting, the balance may be recommended by the President and appointed during the course of the year, and will also be subject to Executive Board approval.

Following the election of the officers, the Board shall approve all appointments at this meeting and the appointees shall attend the following Executive Board meeting and Special General meeting.

In addition to the 4 appointees, the President is required to appoint additional board members to ensure that each region with over 250 voting members (as of the end of the preceding show year) is represented by a member on the ARCHA Executive Board.

The President will also appoint one person designated by the Affiliate Club to the Executive Board, to ensure that each Affiliate is represented. Affiliate representative will only have a vote on matters pertaining to decisions directly to Affiliates.

Any appointments made at the annual general meeting or during the year will end at the next year's annual general meeting and these appointees will have no voting rights at that meeting.

Section 3. The President or four (4) members of the Executive Board, on at least ten (14) days' prior notice, may call meetings of the Executive Board. Notice must be given in writing to all Executive Board Members.

Section 4. 4 (4) directors will constitute a quorum at any meeting of the Executive Board. A majority of said quorum may decide any questions which come before the Board.

Section 5. As a member of the Executive Board, each member shall accept the responsibility of attending all Board meetings. If a member is going to be absent from a meeting any proxy for voting must be received via email to President, Vice President, or Secretary prior to the scheduled meeting. If a director has more than three (3) unexcused absences from meetings within any year that director will automatically forfeit his/her position on the Board.

Section 6. An Executive Board member term of service will be terminated immediately if the member serves as an officer, director, or owner of a competing reined cow horse, working cow horse, or stock horse organization or company.

Section 7. The President shall fill any vacancy on the Executive Board by appointing a nominee. This will be referred to as a Casual Vacancy.

Any casual vacancy occurring in the position of the Executive Board may be filled from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

In the event, the Executive Board vacancy can't be filled by the membership, an Executive Board member may hold up to 2 offices (other than both the offices of President and Vice-president).

The following is also legal reason but not limited for casual vacancy:

- (2) A casual vacancy in the office of the Executive Board occurs if the member:
- (a) Dies, or
  - (b) Ceases to be a member of the association, or
  - (c) Is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) Resigns office by notice in writing given to the secretary, or
  - (e) Is removed from office under this constitution, or
  - (f) Becomes a mentally incapacitated person, or
  - (g) Is absent without the consent of the committee from 3 consecutive meetings of the committee, or

(h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or  
(i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

Section 8. The immediate past President of the Board shall sit as an ex-officio member of the Executive Board. The appointment will be immediate.

Section 9. Action taken by any individual Executive Board member shall not be binding upon the other Executive Board members unless a majority of said quorum so votes. No Executive Board member may undertake any financial obligation in excess of \$250 without a vote of a majority of said Executive Board. No Board member may issue a check in excess of \$250 without a vote of a majority of said Executive Board. An individual Executive Board cannot borrow nor pledge the assets of the association for borrowing without vote of a majority of said quorum.

Section 10. Members of the Executive Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment provided all members participating in the meeting are able to hear one another.

#### ARTICLE VI – EXECUTIVE POSITIONS

Section 1. To aid and assist in the orderly growth of the Association, the Executive Board may, as it deems necessary, establish by a two-thirds (2/3) vote certain executive positions to assist its officers in carrying out their appointed duties.

Section 2. The Executive Board shall set remuneration of executive positions from time to time.

Section 3. Executive Board may request that a surety bond be provided for any executive position so created, the premium of which shall be paid from Association funds.

#### ARTICLE VII – RULES AND REGULATIONS

Section 1. From time to time the Executive Board shall establish rules and regulations for the presentation and judging of ARCHA events as per NRCHA Rules. The rules and regulations so adopted shall be changed, nullified or repealed only by a two-thirds (2/3) vote of the Executive Board. The Executive Board must provide any changes made to the rules to the membership in writing upon approval.

Section 2. Any rules adopted by the Executive Board in any given calendar year go into effect the immediately and will remain in effect through the next annual general meeting at which point they will be ratified by a majority of the general membership in attendance.

Section 3. Any change in the rules or regulations proposed from the floor of any annual meeting must be considered and voted upon by the newly elected Executive Board within fourteen (14) days after said annual meeting and, if adopted by the Board, will be effective following immediately.

Section 4. Any charge of infraction of the rules and regulations of this association registered in writing with the ARCHA Management shall be referred directly to the appropriate committee for investigation and recommendation to the Board in accordance with Disciplinary/Ethics Section 14.

Section 5. Every new member of this organization shall receive a current, complete set of Bylaws and rules and regulation book. The cost of printing and mailing the Bylaws and rules and regulations shall be passed on to the membership at the discretion of the Executive Board.

Section 6. Show management and Affiliates will receive at no cost current, complete sets of Bylaws, rules and regulations, membership lists, and lists of approved judges as required to run ARCHA approved shows.

#### ARTICLE VIII – COMMITTEES

Section 1. Standing Committees: All Standing Committees include the ARCHA Executive Board in addition to the following and shall contain a minimum of 3 members unless otherwise specified: All members of standing committees shall be members in good standing of the Association.

(a)The Executive Board shall be responsible for the following in addition to anything else specified in this Constitution:

1. The Board will be responsible for overseeing the day-today operations, administration, and finances of the ARCHA as approved by the Board of Directors.
  2. Ensure all policies and show rules are being followed and current with ARCHA & NRCHA rules
  2. The Board shall control, review and audit fiscal procedures, current accounts, including allocation of costs and revenues, and budgets for the past, present and future year.
  3. Control and manage the affairs of the association, and
- (b) May exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a special general meeting of members of the association, and
- (c) Has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

**b. Show Committee:** The Show Committee shall consist of a chairperson appointed by the President and such additional committee members as the chairperson desires to appoint. The Treasurer shall be an ex-officio member of the Show Committee.

**c. Rules Committee:** The Rules Committee shall consist of a chairperson appointed by the President and such additional committee members as the chairperson desires to appoint. The committee shall be responsible for advising the Executive Board on the enactment and enforcement of all the rules and regulations pertaining to all ARCHA approved shows.

**d. Ethics Committee:** The Ethics Committee will be appointed by the President and shall consist of five (5) Voting members in good standing. At least three members of the Ethics Committee shall review all matters where disciplinary action may be possible and make recommendations to the Board.

**e. Non Professional Committee:** The Non Professional Committee shall consist of a chairperson appointed by the President and such additional committee members as the chairperson desires to appoint. The Non Professional Committee shall review and consider all applications received by it for Non Pro status. Such application shall be made in a form prescribed by the committee and approved by the board from time to time. Upon proper investigation and discussion, the committee shall make recommendations to the board regarding persons that meet the eligibility requirements to be a Non Professional. The committee shall bring to the attention of the board any problems, suggestions or criticisms regarding the Non Professional division that arise during the course of the year.

**f. Long Range Planning Committee:** The Long Range Planning Committee shall consist of a chairperson appointed by the President and such additional committee members as the chairperson desires to appoint. The Long Range Planning Committee makes recommendations with regard to the direction of the ARCHA for future growth and development.

**g. Marketing Committee:** The Marketing Committee Chairman shall be appointed by the President and such additional committee members as the chairperson desires to appoint and the committee shall be responsible for advising the Executive Board on the best direction for marketing and promotion of the ARCHA.

**h. Judges Committee:** The Judges Committee shall consist of a chairman who shall be appointed by the President and at least 3 individuals appointed by the Chairman, of which at all members of the committee must be a judge, with the exception of the Treasurer if the Treasurer is not a certified judge.

The Director of Judging shall be on the Committee. It shall be the duties of the Judges Committee to administer judges' tests, conduct clinics, may review any and all judging after ARCHA sponsored events or approved events, review judging performances on recommendation of show representatives or by official protest, and to conduct investigations and hearings into any inappropriate behavior by an ARCHA Judge. The committee shall be

empowered to take all action necessary to improve the quality, integrity and performance of the judging system. The committee is mandated that all judges are certified through the NRCHA (USA).

In addition the Judges Committee will be entitled to the following:

(a) As a means of continuing education and training, the Judges Committee will be entitled to 5% of all moneys raised by the ARCHA throughout the year, at the end of each fiscal year to be used for the following fiscal year, effective 1 July.

(b) Judges committee controls how to use the money, however the executive Board will have oversight on how the money is used to ensure that the money is being used fairly for all judges to enhance their education. And the Executive Board can veto any decision on how the money is spent if they feel it's not being used fairly.

(c) All money for the Judges Committee must be used before the end of the financial year. However, upon advising the Executive Board, the previous financial year's money can be combined with the current year's money if it is deemed necessary for completion of training or seminars, exchange programs or any other programs the Judge's Committee may have in place.

(d) At no time is this money to be used to pay Judge's fees for judging shows.

(e) At the approval of the Executive Board, the Judge's Committee can from time to time levy a 1.00 fee for each entry at a show. This money collected does not get counted towards the 5 % each year but must be spent in accordance with this section H.

(f) At no time can the ARCHA enforce or propose a standard for Judge's fees for judging shows. Judge's fees for judging shows will be left up to the individual judge to determine and for the ARCHA & Affiliates to determine if they want to accept the fee and the judge's service.

**i. Affiliate Committee:** The Affiliate Committee shall consist of a chairperson, appointed by the President and such additional committee members as the chairperson desires to appoint. The Affiliate Committee shall bring to the attention of the Board all problems, suggestions and criticisms regarding the Affiliates that arise during the course of the year.

**j. Youth Advisory Committee:** The Youth Advisory Committee Chairman shall be appointed by the President and the committee shall consist of up to five (5) additional members.

In addition the Youth Advisory Committee will be entitled to the following:

(a) As a means of continuing education and training, the Youth Advisory Committee will be entitled to levy 1.00 per entrance into any shows.

(b) Youth Advisory Committee will control how to use the money, however the executive Board will have oversight on how the money is used to ensure that the money is being used fairly for all youth members to enhance their education. And the Executive Board can veto any decision on how the money is spent if they feel it's not being used fairly.

(c) All money for the Youth Advisory Committee must be used before the end of the financial year. However, upon advising the Executive Board, the previous financial year's money can be combined with the current year's money if it is deemed necessary for completion of training or

seminars, exchange programs or any other programs the Youth Advisory Committee may have in place.

(d) At no time can the 1.00 levy be used for awarding youth show event winners and any awards for showing events.

**k. Owners Committee:** The Owners Committee shall consist of a chairperson appointed by the President and such additional committee members as the chairman desires to appoint. The Owners Committee shall bring to the attention of the Board all problems, suggestions and concerns regarding the owners of reined cow horses that arise throughout the course of the year.

**l. Professional Horseman Committee:** The Professional Horseman Committee shall consist of a chairperson appointed by the president and a minimum of 4 other committee members to be appointed by the chairperson. The Professional Horseman Committee shall bring to the attention of the Board all problems, suggestions and concerns regarding the professional horseman of reined cow horses that arise throughout the course of the year.

## **Section 2. Special Committees**

**a. Nominating Committee:** The Nominating Committee shall be appointed by the President no later than July 1 each year. This committee shall consist of five (5) members. All members of this committee will be members in good standing of the Association and not be on the current Executive Board.

(i) The committee shall be responsible for the acceptance and review of nomination papers submitted by those who seek nomination and election to the Board of Directors.

(ii) It shall be the duty of this committee to report its findings to the Board of Directors prior to the mailings of the ballots for voting by the membership. The Board of Directors shall from time to time set forth policy and guidelines for explicit duties of this committee.

**b. Sponsorship Committee:** The chairperson shall be appointed by the President and shall select a committee for the purpose of establishing, promoting and directing ARCHA sponsorships and awards. The committee shall obtain the approval of the board for the awards program proposed by the committee, including any expenditure to be made by it, prior to its enactment.

**c. Hall of Fame Committee:** The Hall of Fame Committee Chairman shall be appointed by the President and the committee shall be responsible for recommending to the Board of Directors the inductees for the Hall of Fame and the Hall of Merit each year.



## ARTICLE IX – ELECTIONS

Section 1. Prior to July 1st of each election year, the President will appoint a five (5) person Nominating Committee to solicit, review and report to the Executive Board its findings on candidates seeking election to the Executive Board.

Section 2. No less than ninety (90) days prior to the annual meeting of each election year, the general membership shall be given official notice that:

a. Any member in good standing in the Association may request and receive a Director Nomination Form. The Director Nomination Form shall contain an explanation of the eligibility requirements and commitments for service on the Executive Board which shall include, but not be limited to, the following:

- (i) Membership in the Association in good standing for a minimum of three (3) years;
- (ii) Attainment of at least twenty-one years of age;
- (iii) Agreement to attend Executive Board meetings as set forth herein;
- (iv) Full disclosure of any criminal record;
- (v) Signing of ARCHA Code of Conduct and Confidentiality Agreement.
- (vi) There is no maximum number of consecutive terms for which a board member may hold office.

Additionally, a person submitting false information on the nomination form, if discovered, will be immediately suspended from the ballot or later from the board.

b. Said form must be submitted to the Nominating Committee not less than forty-five (45) days prior to the annual meeting in order for said proposed nomination to be considered by the Nominating Committee.

Section 3. The Nominating Committee shall review all correct nomination forms received by it in accordance with Section 2 of this article. In sufficient time for ballots to be prepared and mailed in accordance with this section, the Committee will, by investigation, personal interview and deliberation, formulate its own list of nominees and submit it to the Executive Board. The recommendations of the Nominating Committee upon approval by a simple majority of the Executive Board shall be final. The Board of Directors shall instruct the Secretary to prepare and issue ballots to be mailed to the general membership not later than thirty (30) days prior to such annual meeting.

Section 4. Election ballots will be mailed to current members by first class mail under separate cover and will include a return self-addressed envelope marked "Ballot" and mailed directly to the accounting firm. All ballots must be received no later than on (1) week prior to the annual meeting at which the results of said balloting are to be announced, and must remain unopened in the custody of the accounting firm until such time as they are to be tabulated. The ballots will be opened and tabulated by accounting and by a group of three (3) tabulators appointed by the

President and under the direct supervision of the Secretary. Ballots shall be retained in a secure location for two (2) years following any election.

## **ARTICLE X – AMENDMENTS**

Section 1. The Bylaws may be repealed, modified or amended by a two thirds (2/3) vote of all voting members present and new Bylaws may be adopted by the same vote at any regular meeting of the members of this Association.

Section 2. Following the adoption of this constitution, from that point forward, the Bylaws may also be changed or amended by giving notice to the members of the Association by mail of the proposed changes which the Board of Directors has passed and which changes shall go into effect beginning with the following fiscal year, unless within fourteen (14) days after they have been published, the ARCHA Management has received objections in writing signed by at least one hundred (100) members in good standing of this Association as to all or any portion of said changes. Said objections shall be in the form provided in the notice.

## **ARTICLE XI – INDEMNIFICATION**

The Association shall indemnify each of its Directors, Officers, employees, and committee members whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he/ she was a director, officer or employee and committee member of the Association.

The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been judged liable to the Association for negligence or misconduct in the performance in his/her duty as a director, officer or employee and committee member by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office or employment. The right to indemnity for expense shall also apply to expense of suits which are comprised or settled if the court having jurisdiction of this matter shall approve such settlement. The foregoing right of indemnification shall be an addition to, and not exclusive of, all other rights which such director, officer or employee may be entitled.

## **ARTICLE X – Miscellaneous**

### **Section 1. Insurance**

The association may effect and maintain insurance.

### **Section 2. Funds - source**

(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

(b) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

(2) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

(3) The income and property of the Association shall be applied solely towards the Promotion of the Objects.

(4) Except as prescribed in this Constitution or the Act:

(i) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and

(ii) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

(5) Nothing in clauses 28 (b) or 28 (c) shall prevent payment in good faith of or to any Member for:

(i) Any services actually rendered to the Association whether as an employee, Executive Board member, Committee member or otherwise;

(ii) Goods supplied to the Association in the ordinary and usual course of operation;

(iii) Interest on money borrowed from any Member;

(iv) Rent for premises demised or let by any Member to the Association

### **Section 3. Management**

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### **Section 4. Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **Section 5. Distribution of property on winding up of association**

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

### **Section 6. Change of name, objects and constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with this Constitution is to be made by the public officer or an executive Board member.

### **Section 7. Custody of books etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) At the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) If the association has no premises, at the association's official address, in the custody of the public officer.

### **Section 8. Inspection of books etc.**

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) Records, books and other financial documents of the association,
- (b) This constitution,
- (c) Minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.

(3) Despite subclasses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

### **Section 9. Service of notices**

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) By delivering it to the person personally, or
- (b) By sending it by pre-paid post to the address of the person, or
- (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**Section 10. Financial year**

The financial year of the association is:

- (a) The period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) Each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.